SLiTHER

by James Gunn

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FADE IN:

BLACK

"BASED ON A TRUE STORY"

1 EXT. OUTER SPACE - NIGHT 1

A METEOR ROARS through space; we PUSH IN on it, around it, and travel with it for a moment.

The rock seems almost organic, like a shell. We SWING around and behind the meteor as it zips past us, REVEALING that the meteor is moving toward planet earth.

2 EXT. WHEELSY CITY LIMIT - NIGHT 2

Quiet. CRICKETS CHIRP. A sign reads "WELCOME TO WHEELSY, THE WHEELS OF THE FUTURE." The weathered sign features futuristic graphics from the early 'sixties, illustrating a hope long passed for this small decrepit Southern town.

Beneath the sign sits a beat up old COP CAR.

3 INT. COP CAR - NIGHT 3

Two cops, CHIEF BILL PARDY and WALLY COMPTON, are in the car. Bill Pardy, a handsome, relaxed, unflappable man in his late twenties or early thirties, is leaning back in the car, eyes closed, half-asleep. Wally, an older, toadish fellow with a gravelly disposition, is holding a radar gun. Since the road is deserted, he's aiming it at a crow soaring overhead. Tracks the numbers on the LED screen.

WALLY
Crow goes 'bout... twenty-seven miles per hour.

BILL
Hm.

WALLY
That what you thought it woulda been?

BILL
Sure.

4 BACK TO METEOR 4

The meteor BURSTS INTO FLAMES as it enters the earth's atmosphere.

5 BACK TO COP CAR 5

Wally thinks.

WALLY
I woulda thought like, thirty-one or somethin'.

BILL
Hm.

Pause.

WALLY
Thirty-two.

6 BACK TO METEOR 6

The meteor continues ROARING as it plummets toward a forest.

7 BACK TO COP CAR 7

As Bill rests and Wally looks for something else to clock, we see behind them through the REARVIEW WINDOW, where the meteor falls to the earth a few miles away, unnoticed.

Wally sees a falling leaf, and tries to get a bead on it. It falls very, very slowly...

8 INT. POLICE STATION - NIGHT 8

SHELBY, a slightly dim dispatcher, is on his headset at a police operator's unit. A LIGHT FLASHES on his board, and Shelby answers the line.

SHELBY
Police.

He listens, and looks alarmed.

SHELBY
Ma'am, let's slow down -- *

9 INT. COP CAR - MOMENTS LATER 9

Wally is looking for something else to clock. *

SHELBY (O.S.)
Chief! Are you there!? *

Bill grabs the radio.

BILL
Hey there, Shelby.

SHELBY (O.S.)
We have an emergency, over at 922 Cosgrove. *

10 EXT. MCCAMMON HOUSE - FRONT - MOMENTS LATER 10

This old, spooky house sits upon a hill, backed by dark forests. Only one room on the lower floor is lit.

Bill's cop car pulls up. Bill and Wally get out. Another COP CAR arrives. TREVOR, a younger, somewhat goofy cop, and MARGARET, a mannish cop, get out. Bill nods at them.

An older woman, MRS. MCCAMMON, rushes toward the cops. *

MRS. MCCAMMON
Chief! One of those things is inside my house! *

There is a LOUD CRASH inside. The one LIGHT GOES DARK. Bill and Wally exchange a look.

Without speaking, they do paper, scissors, rock -- Wally gets a rock. Bill has a scissors. *

BILL
Hell.

Bill goes first, looking intent. It's obvious Trevor and Margaret look up to Bill; they look to him for their cues. He leads the four police officers carefully toward the old house.

11 INT/EXT. MCCAMMON KITCHEN/BACK DOOR - NIGHT 11

SUSPENSEFUL MUSIC GROWS MORE INTENSE, as Bill enters carefully through the open back door. Wally and the others follow him into this dark kitchen, hands on their weapons. * They look at the floor: cereal and other goods from the cabinet are scattered everywhere.

(CONTINUED)

11 CONTINUED: 11

From the room ahead of them, there's an eerie RUSTLING -- then something CRASHING and BREAKING in the other room. *

Bill steps carefully: but, still, his feet CRUNCH on Fruit Loops strewn across the floor. *

12 INT. MCCAMMON LIVING ROOM - NIGHT 12

Bill and Wally enter, looking around, when, SUDDENLY --

SOMETHING DARK POPS INTO FRAME behind them.

Wally and Bill TURN around. Wally YELPS and fumbles with his pistol. But Bill remains as imperturbable as ever as he turns on a light, to REVEAL:

A NERVOUS WHITE-TAILED DOE, standing with splayed legs, breathing heavily, staring at them. Her leg is wrapped up in a telephone cord. *

Trevor and Margaret CHUCKLE at Wally for being so scared.

WALLY
I thought it might got horns. If it got horns, it can kill you.

BILL *
Poor thing got her foot stuck. *
(to doe) *
All right, now, sweetheart. *
Nobody's gonna hurt you.

Bill crouches, and, carefully, so as not to spook the deer, pulls the phone cord out of the wall, freeing her. *

The deer runs away, through the hall and kitchen, dragging the telephone behind her. *

13 INT/EXT. MCCAMMON KITCHEN/BACKYARD - NIGHT 13*

Bill, Wally, Margaret, and Trevor move up to the rear door. They watch the deer skitter out and over the backyard and into the woods beyond, dragging the telephone, tied to her leg.

BILL
Hell, she took a telephone. Forest critters are gonna be calling us all hours of the night.

The cops LAUGH as they start away. Wally pretends to be on the phone.

(CONTINUED)

13 CONTINUED: 13

WALLY
Chief of police there? This a squirrel. Bring me a bag of peanuts, motherfucker!

They LAUGH more.

14 EXT. MCCAMMON HOUSE - FRONT - MOMENTS LATER 14

Bill and the still-smiling cops approach Mrs. McCammon, who is peering through her window at the mess, and WEEPING.

MRS. MCCAMMON *
You lot are useless!

BILL
Now, Ms. McCammon, I posted a notice not to leave your doors open while we got this overpopulation issue.

MRS. MCCAMMON *
Why didn't you just shoot it?!

BILL
It ain't deer season, Ms. McCammon.

TREVOR
Plus, uh, Wally here likes to take a female through the back door any chance he gets.

Wally and Margaret SNICKER, biting their lips, trying not to laugh. Mrs. McCammon stares at them with disgust. *

MRS. MCCAMMON
One day you lot'll learn to take something serious!

15 EXT. SHADED CREEK - NIGHT 15

The CAMERA WHIPS from side to side, traveling through the trees, until we arrive at --

The meteorite, lying in a small crater, beside a creek. With a sudden tremble, it CRACKS partly open.

We TRACK IN even closer, on something fleshy and pulsing inside, starting to ooze out.

INSERT TITLE: **SLiTHER**

16 EXT. MAIN STREET - MORNING 16

Bright sun. New day. Celebratory banners are strung over Main Street, including one that reads: "DEER SEASON STARTS SATURDAY!" Main is the center of Wheelsy life: not the typical homey Southern small town you see in the movies, but an economically depressed breeding ground for early-stage alcoholism and socially-sanctioned domestic abuse.

OUT-OF-WORK MEN with faces like prunes hang out outside Angell's Tavern, getting drunk.

A FLABBY WOMAN and her FIVE KIDS, a couple of them completely naked, make their way out of the FAST-MART.

A MAN WITH NO TEETH bums a cigarette off a dour MAN IN A BUSINESS SUIT, on his way to a job interview.

HUNTERS move in and out of a GUN STORE buying ammo and supplies.

JACK MACREADY, an older, uptight man in fancy clothes, drives through town in his big old Cadillac. He comes upon a pickup truck, double-parked, jamming up traffic. Jack jams on his HORN.

JACK
Get the fuck out of the way, cocksucker!

Jack turns to see a YOUNG MOTHER and her DAUGHTER on the sidewalk, listening and staring in shock. *

YOUNG MOTHER *
Mornin', Mayor.

Jack smiles, a bit embarrassed.

17 INT. HIGH SCHOOL CLASSROOM - DAY 17

CLOSEUP: A slender woman's hand writes on a chalkboard, in teacherly cursive.

We PULL BACK to REVEAL STARLA GRANT, a stunningly beautiful Southern woman in her twenties, as she finishes writing out, "SURVIVAL OF THE FITTEST"

Starla glances at the classroom of HIGH SCHOOL STUDENTS. She is a demure woman, somewhat awkward in her speaking, but she has the rapt attention of at least the boys in the class.

17 CONTINUED: 17

STARLA
When Darwin said 'fittest,' he didn't necessarily mean the strongest or the most intelligent, or any one trait -- he merely meant those organisms most well-suited to their environment.

The boys in the class look her up and down as she speaks. KYLIE STRUTEMYER, a pretty student, notices a BOY beside her drawing Starla, only without her clothes. She hits him. He CHUCKLES.

STARLA
We humans think we're more fit, more evolved, because we're smarter. But we're neophytes. We've been around two million years, give or take. The cockroach has been here for 350 million. You tell me who's the more successful species.

A BOY raises his hand.

STARLA
Norman.

NORMAN
How's all this go with how the Bible says there ain't no dinosaurs?

Some of the kids LAUGH at the boy. Starla pauses, trying to think how to answer.

GRANT (O.S.)
Oh, shit!

18 INT. GRANT'S OFFICE - DAY 18

A framed photo of Grant Grant and his beautiful young wife, Starla, is on a desk, splattered with chili.

GRANT GRANT himself, a Southern man of roughhewn charm and little grace, in his mid-forties, is sitting at the desk with spilled chili running all over it.

GRANT
Jo Anne!

Grant picks up some papers and tries to wipe up the chili, but he just makes a bigger mess.

GRANT
Goddammit.

(CONTINUED)

18 CONTINUED: 18

Grant gets up and moves into --

19 INT. GLASS WORKSHOP - DAY 19

Grant steps into the doorway, and looks at his middle-aged secretary, JO ANNE, at her desk. The workshop around them is large; khaki-clad WORKERS saw huge glass plates on LOUD MACHINES.

GRANT
Jo, I spilled chili all over my desk -- can you -- ? *

JO ANNE
It's supposed to be the world's thickest chili. You're supposed to be able to hold the cup upside down.

GRANT
I don't care what -- just get the hell in there and clean it up! *

JO ANNE
You know you have to pick up Starla, right, Mr. Grant? Since her car's in the shop. *

Grant, flustered, looks at his watch.

20 EXT. HIGH SCHOOL PARKING LOT - DAY 20

Grant's huge Cadillac Escalade sports utility truck pulls onto the parking lot. School kids are slowly making their way to their cars, and Grant BEEPS at them to get out of the way (which they do, quickly).

He pulls up alongside the school, in the red zone. He looks up the sidewalk, where Starla is standing and chatting with a fairly handsome MALE TEACHER. Grant stares at this, a little jealous.

MOMENTS LATER

Grant walks up behind Starla as she chats. He grabs her by the elbow.

GRANT
Hey. Come on.

MALE TEACHER
Hey, Grant.

20 CONTINUED: 20

Grant sort of nods, but keeps pulling on Starla. Starla smiles at the teacher.

STARLA
See ya', Hank.

As Grant drags Starla away, they speak in sotto voices:

STARLA
He's just teaching environmental science this semester. Wants to borrow my lesson plans.

GRANT
Oh, I know what he wants to borrow.

ON THE CORNER OF THE PARKING LOT, Bill Pardy sits on a fire hydrant, watching Grant pull Starla to his truck. Bill's hanging out with Trevor and Margaret, who are in orange ponchos, on crosswalk duty, helping the younger kids across the street. Trevor sees where Bill is looking.

TREVOR
That's one match I'll never get.

MARGARET
Ain't no mystery. Starla's raised in them shanties off St. Luc. Dirt poor. All she wanted her whole life was to be a lady. Ol' Grant always been made of green. *

TREVOR
Gold-digger, huh?

BILL
Hell, Margaret, Starla's mother left her. Her daddy was a drunk. She's seventeen years old, Grant rolls up in a big ol' Cadillac, with a house on the hill, and college tuition. What the hell she gonna do? At that age, love is being dazzled. If he had a 'gina, you woulda married him too.

Margaret LAUGHS hard at this.

NEARBY KID
What's a 'gina?'

BILL
It's a country. You know, where Ginese people come from.

(CONTINUED)

20 CONTINUED: (2) 20

Bill pulls the boy's cap down on his head.

BILL
Learn to eavesdrop better.

21 EXT. GRANT HOUSE - NIGHT 21

A sizable suburban home.

STARLA (O.S.)
Grant, It's embarrassing is all --

22 INT. GRANT DINING ROOM - NIGHT 22

Starla and Grant eat dinner in this well-decorated room. Starla's defending herself.

GRANT
Starla, you don't have any idea about how it is these men look at you. A piece of prime rib is what.

STARLA
Not everyone.

GRANT
Bullshit. Every single one. I mean, damn, you're lucky you got me to protect you. Otherwise you'd be raped and dead on the side of the road, think you was tickled.

Starla almost sees the humor in this.

STARLA
Nice image, Grant.

Grant CHUCKLES, continues eating.

GRANT
I'm just trying to look out for you is all.

23 INT. GRANT MASTER BATHROOM - LATER 23

Starla stares at herself in the mirror as she brushes her hair. She uses long, slow strokes, as if stalling.

GRANT (O.S.)
Sugarplum, you coming to bed?

23 CONTINUED: 23

Starla turns toward the door. She doesn't say anything for a moment.

STARLA
Just a second.

Starla sets her brush down on the counter. She arranges it neatly beside the others. And walks into the bedroom.

24 INT. GRANT BEDROOM - MOMENTS LATER 24

Grant turns off an animal documentary on TV as Starla gets into bed with him. It's almost completely dark in here. *

Grant crawls on top of Starla. He kisses her and grabs her in a way not meant to be rough, but is utterly without grace. After doing this for a few moments, Starla pushes him away from her.

STARLA
Grant, no -- I'm sorry, I'm just -- I'm not in the mood.

Grant is on top of her, breathing a little too heavy.

GRANT
Come on, baby, it's --

STARLA
I'm sorry. I don't just have some switch.

GRANT
Sure you do.

Through Starla's nightgown, Grant pretends to flick one of her nipples.

GRANT
Flip.

Then the other.

GRANT
Flip.

STARLA
That's disrespectful.

Grant, peeved, rolls off her. He sits on the edge of the bed for a moment, in silence.

24 CONTINUED: 24

GRANT
When are you in the mood, exactly?

STARLA
I'm sorry, Grant, I --

Grant grabs his slacks off the valet and puts them on. He mumbles:

STARLA
Where are you going?

GRANT
Out.

Starla watches, sadly, as Grant leaves.

25 INT. HENENLOTTER'S SADDLE LODGE - LATER 25

A WOMAN SINGS KARAOKE on a small stage.

Grant sits at the bar, knocking back a shot of tequila. He's getting drunk. He taps his glass.

GRANT
Hit me again there, killer.

Grant notices a woman with a lot of makeup -- BRENDA GUTIERREZ -- staring at him from across the bar, smoking a cigarette. Grant stares at her, trying to figure out who she is. She slides off her stool.

She sashays toward him. She props herself on the stool beside him, leans drunkenly in toward him.

BRENDA
Megan Montgomery's little sister.

GRANT
Shit. You're kidding me.

BRENDA
Nope. Brenda!

GRANT
Hell, you were --

Grant holds his hand only so high.

BRENDA
I was! And I'll tell you somethin', Grant Grant. I's in love with you.

(CONTINUED)

25 CONTINUED: 25

Grant stares at her.

BRENDA
My sister Megan, she was a big fat cow. I'd be thinking, what'd you see in her ain't in me? *
*

GRANT
Shit, girl, you couldn't'a been eleven.

BRENDA
Hell, I was game!

She LAUGHS. So does Grant. He stares at her, contemplating sinful things. He nods at her wedding ring.

GRANT
Who's the lucky fella?

BRENDA
Fuck lucky. Never marry a damn half-Mexican.

GRANT
Already ain't. Married a gal named --

BRENDA
Starla Covington. Don't be ignorant. Everyone knows that. Fucking prom queen.

Grant nods, maybe GRUNTS.

26 EXT. SHADED CREEK - LATER 26

DARK BIRDS HOOT on a tree branch. The CAMERA TILTS down over a lush forest.

GRANT (O.S.)
Where we going?

BRENDA (O.S.)
Patience, mon shure -- Just over here.

We REVEAL Brenda pulling Grant through a cluster of mossy trees. They're both even more drunk than before.

GRANT
Just didn't know it was this far.

Brenda stops beside a particularly large tree. She points to it as she wavers in place.

(CONTINUED)

26 CONTINUED: 26

Carved into the tree is a heart with GG + BM in it.

BRENDA
What'd I tell you I had a crush?

Grant leans in to look at it.

GRANT
Ha! Your initials were 'B.M.'
Like a piece of shit.

Brenda slaps his chest, smiling, mock-offended.

BRENDA
Shut up! 'Least I ain't got the same last name as first! *

Grant LAUGHS harder.

GRANT
You're a turd!

Brenda LAUGHS too, as she swats him. He play-slaps her back. They slap each other harder, almost violent, when they grab each other and kiss. Brenda kisses him passionately. But, after only a moment of kissing, Grant backs away from her, forlorn.

GRANT
I can't... I... Starla, she gets... real worried 'bout me I stay out too late...

Brenda looks disappointed as Grant backs away.

GRANT
I --

Grant stops.

He spots THE METEORITE beside the creek, which is cracked into pieces. Brenda sees it too.

BRENDA
What is is?

Grant grabs a stick, and pokes it into it. There's some sort of goo inside.

Grant notices a strip of the same goo leading out of the crater and into the brush.

GRANT
It's a trail.

(CONTINUED)

26 CONTINUED: (2) 26

SUSPENSEFUL MUSIC PLAYS as Grant uses the stick to follow the slimy trail. Brenda follows Grant.

They come to a flurry of colorful wild flowers. Something is rustling the flowers ever so slightly. Grant moves in closer. Perhaps too close.

Grant and Brenda spot a gelatinous yellow organism slithering sluggishly between the flowers. The organism is a mound a few inches high, gross and veiny, yet as colorful as the flowers around it. A small cavity on the apex of the organism constricts and expands lightly.

Brenda pulls on Grant's sleeve, but he doesn't move.

BRENDA
Gross. Let's leave it be. All right?

Grant softly prods the organism with the stick. The thing pulses a little.

BRENDA
Come on.

Grant prods it again. SUDDENLY, a small, thin quill POPS UP from the cavity in the center of the organism. Little bulbed spurs pop up as well. The quill trembles, making a RATTLING SOUND. The yellow organism heaves, WHISTLING through tiny holes on its side. Brenda is even more freaked out.

BRENDA
Come on!

Grant leans over it, slowly, when -- BAM! -- the quill SHOOTS OUT, striking Grant his abdomen. He SHRIEKS in pain.

Grant yanks up his shirt, looking at the little quill half-imbedded into his body. It quivers and quickly disappears completely inside him. He looks at Brenda, who is backing away from him.

Grant falls to his hands and knees into the flowers, heaving in pain. Blood runs from his nose, his eyes, and ears.

Grant falls into the flowers. He is convulsing.

MATCH CUT TO: *

27 INTERIOR SHOT - GRANT'S BODY 27

The quill shoots up Grant's innards, into his skull. It imbeds itself into the base of Grant's cerebellum, and his entire brain crackles with a WHITE ELECTRICAL ENERGY.

28 BACK TO SCENE 28

Grant freezes in place, his fingers contorted up in front of him, silent. He's utterly still, a wax corpse.

Brenda is panicked. She WHIMPERS as she works up any small amount of courage she has and steps toward him.

He remains unmoving as she slowly crouches down to him.

BRENDA
Grant?

SUDDENLY, Grant's eyes SNAP OPEN, and he snatches out his hand, grabbing onto Brenda. She SCREAMS.

But, slowly, he lets go of her. He blinks wildly as he sits up. His eyes dart around, as if seeing his surroundings for the first time.

29 EXT. BENNELL PARK PARKING LOT - LATER 29

Brenda and Grant look at each other in the parking lot.

BRENDA
Well. See you 'round.

Grant just stares at her. Brenda, not knowing what to do with that, turns, trampling away.

30 AND 31 OMITTED 30* AND 31

32 EXT. GRANT HOUSE -LATER 32*

Grant's truck pulls haphazardly up to the house, partially on the grass. He stumbles out and toward the front door. * *

33 INT. GRANT FOYER - MOMENTS LATER 33

Grant enters. He gazes up the stairs to where the bedroom is.

34 INT. GRANT BEDROOM - MOMENTS LATER 34

Grant looks in the bedroom doorway. He sees Starla's body in the shadows, sleeping.

He stares at her. Excited.

35 INT. GRANT KITCHEN - MOMENTS LATER 35

Grant crouches, rummaging through the refrigerator. He opens the meat drawer. It's replete with cold cuts. This makes him happy.

GRANT
Meat.

He greedily grabs all of the meat there.

36 INT. GRANT CELLAR - NIGHT 36

Grant attempts to balance his enormous pile of meat as he opens the door and flips the light switch with his back. He goes down the stairs into this crowded basement. Shelves line the walls, filled with holiday decorations and old clothes.

Grant spots a file cabinet.

MOMENTS LATER

Grant takes the folders out of a drawer. He uses a Sharpie to write out "BALONEY" on a folder. Then he stuffs all the baloney into the folder and files it away. He starts writing out "PASTRAMI".

LATER

Grant flips through his alphabetically-filed meat: from "BALONEY" through "TURKEY."

37 INT. GRANT BEDROOM - MORNING 37

Starla's ALARM CLOCK sounds. She wakes, wearily stopping it.

She walks over to the window, and sees Grant's truck in the driveway.

Starla looks guilty, thinking. *

38 INT. GRANT CELLAR - MORNING 38

Grant empties garbage bags of yard waste, grass and leaves, and pours them in a corner of the basement.

39 INT. GRANT LIVING ROOM - MORNING 39

Starla, in her robe, walks over to a rack of CDs. She finds one particular one.

She puts it into her multi-player.

40 INT. GRANT CELLAR - MORNING 40

Grant is spreading the yard waste out over the floor, making it into what is obviously some sort of large nest.

Suddenly, he HEARS a SONG, coming from upstairs. It's Air Supply's *EVERY WOMAN IN THE WORLD*. He looks upstairs, confused.

41 INT. GRANT VESTIBULE - MOMENTS LATER 41*

Grant creeps forward, getting closer to the MUSIC.

42 INT. GRANT LIVING ROOM - MOMENTS LATER 42

Grant enters. Starla is standing there, looking a little shy.

STARLA
Hey, Grant.

Grant looks at her, tilting his head to the side like a dog.

STARLA
We haven't heard this song for a while, huh?

Grant looks at the shelf. He sees pictures of the two of them from their wedding. Then he looks back at Starla. The sun coming through the window is hitting her just right, and she looks beautiful.

STARLA
Thought it would maybe be... peace pipe, you know?

Grant stares at her.

(CONTINUED)

42 CONTINUED: 42

STARLA
I'm sorry about last night. I don't mean to push you away. I don't want you to feel rejected, or --

Starla reaches out and grabs his hand. Grant watches it there, astounded. She caresses it, kindly, turning it in her hand.

She looks up to Grant's face. His eyes are wet with tears.

STARLA
You're crying?

Starla kisses Grant, tenderly, on the cheek. And then on the lips.

They fall back onto the couch together. Starla's hand moves over Grant's back, and to his stomach. When she stops, startled.

STARLA
Grant, what's that?

She gazes down at the small wound between them, on Grant's bare abdomen, where the spore entered him.

Grant, embarrassed, pulls his shirt down.

GRANT
Just a little bug bite is all.

They continue kissing as they lie back on the couch.

O.S. HUMMING.

FADE TO:

43 INT. TEACHER'S LOUNGE - DAY 43

Starla is HUMMING *Every Woman in the World* as she drops coins into a soda machine and chooses Tab. JANENE, a heavyset black teacher, notices this.

JANENE
What are you so smiley about, girl?

STARLA
Oh, nothin'... Just, Grant and I had a nice morning. It's been a while. *

Starla grabs her soda and sits down with Janene. *

(CONTINUED)

43 CONTINUED: 43

JANENE
Oh! You got that fresh-fucked glow, don't you?

STARLA
Janene.

JANENE
You slut.

STARLA
Hush.

JANENE
No shame. You're a married woman.

STARLA
Grant is usually so... well, he only has one thing on his mind. But this morning it was, I don't know -- like a little boy's sense of wonder... And he even says he's gonna go with me to the Deer Cheer this weekend. You know how he is about crowds. People. Maybe this is the start of a real change in Grant.

44 INT. GRANT MASTER BATHROOM - DAY 44*

Grant is holding up his shirt, and looking at his torso. The wound on his side is blackened and gangrenous, and is starting to puff up into a veiny little spout. A pus oozes out.

Grant looks concerned. He squirts some Neosporin onto his fingers. He massages it slowly into the wound.

45 INT. SUPERMARKET - DAY 45*

Grant is staring blankly forward. He mutters to himself:

GRANT
Meat.

He's standing beside a butcher's counter with a shopping cart. He peers dreamily in through the glass at the rows of steaks, pork chops, and so on.

BUTCHER
Howdy, Mr. Grant.

Grant snaps out of his reverie.

(CONTINUED)

45 CONTINUED: 45

GRANT
Hey there, killer.

BUTCHER
What can I do you for?

GRANT
Get me a couple of these rib eyes.

BUTCHER
How many you need?

Grant stares at the steaks.

GRANT
Eight. No, no... fourteen...

BUTCHER
You having a party?

GRANT
Somethin' like that, yeah. A surprise for my wife. Just give me all of 'em.

BUTCHER
All the rib eyes?

GRANT
Yep. And while you're at it, get me a few of them chicken wings... some pork loins...

The Butcher stares at Grant, confused. Grant stares at him, having a realization, muttering to himself.

GRANT
You're meat.

BUTCHER
Excuse me?

Grant shakes it off.

GRANT
Nothin', nothin'. Ooo, what's this here? Osso buco?...

46 EXT. GRANT HOME - LATER 46

Grant backs his pickup toward the garage. Wrapped packages of meat fill the bed of the truck.

47 INT. GRANT CELLAR - LATER 47

Grant opens packages of meat, putting them in neat piles on the floor.

GRANT
Meat.

48 OMITTED 48

FADE TO:

49 INT. GRANT VESTIBULE - MOMENTS LATER 49*

Starla walks through the vestibule carrying laundry, and she passes the cellar door, but then comes back. She sees a shiny new lock drilled into the doorframe. *

STARLA
Grant?

Grant is in the shadows, on a chair in the dining room beside her. *

STARLA
Why'd you put a lock on the door?

Grant doesn't say anything for a moment.

STARLA
You drilled into the frame.

GRANT
Well --

Grant steps toward her.

STARLA
You drilled into the frame. It's broken. Why'd you -- ? *

GRANT
Sugarplum, you really think you should be asking so many questions when it's so close to your birthday?

STARLA
My birthday's not for two months. *

GRANT
That's close. *

(CONTINUED)

49 CONTINUED: 49

STARLA
Not really.

They just stare at each other for a moment, until Starla gives up and turns to go. *

As she does, Grant stares at her fine form from behind. His leering gaze turns into something darker. *

He clutches onto himself, feeling some sort of pain.

49A EXT. GRANT HOME - LATER 49A

Grant stumbles out onto the front lawn, clutching himself. He HEARS BARKING. He turns to see the BEAGLE next door, tied to the tree, YAPPING at him. *

Grant moves slowly toward him. He looks around to see if anyone's watching.

FADE TO:

49B EXT. HIGH SCHOOL PARKING LOT - DAY 49B*

A new day. *

50 INT. SCHOOL HALL - DAY 50

Kylie Strutemyer, her FRIEND, and Norman, are walking down the school halls.

KYLIE
You hear about Duane Bradley's cat? They saw somebody running off with it.

NORMAN
Somebody, a person?

Kylie nods.

KYLIE
They found its leg partway hooked on the backyard fence.

KYLIE'S FRIEND
No way.

KYLIE
What?

(CONTINUED)

50 CONTINUED: 50

KYLIE'S FRIEND
'Cause somebody stole Harry Cooper's dog. And that Annie Knowby's missing her cat too.

NORMAN
I bet someone's stealing 'em and doing genertic experiments on 'em, turn 'em into half-humans, half-pets. *

KYLIE
Right, Norman, I'm sure that's it!

They walk into a classroom.

51 INT. GRANT DINING ROOM - NIGHT 51

Grant and Starla sit at the table, eating chicken. Grant doesn't seem to feel too good.

STARLA
You all right?

Grant nods. Starla stands, picks up her plate.

STARLA
I have to get ready for the party. I hope you eat your vegetables. I don't think you've eaten a single green in days.

Grant looks down at his string beans, pushed to the side. He's a little disgusted by them.

STARLA
Have I been cooking them too mushy for you? I know I like them mushier than you.

GRANT
They're fine.

Starla walks out of the room, leaving Grant alone.

52 INT. GRANT MASTER BATHROOM - MOMENTS LATER 52

Starla steps into the shower.

53 INT. GRANT BEDROOM - NIGHT 53

Grant is getting ready too. But he doesn't seem to feel too good. He's shaking a little. As he tightens his tie, he sees an ugly rash growing up over his collar. He tries to cover it.

He clutches onto his abdomen. He's in pain. He looks at the open bathroom door. He can HEAR the SHOWER RUNNING.

He moves toward it.

54 INT. GRANT MASTER BATHROOM - NIGHT 54

Grant stumbles in, clutching onto himself in pain. Starla is in the shower, soaping herself, her back to the doorway. She doesn't see Grant there.

Grant stares at Starla's back, honing in on her, looking demented. He starts limping up toward her, stalking her.

Starla still doesn't see him. His bare feet are quiet on the linoleum.

SUSPENSEFUL MUSIC GROWS as something starts to push out between the folds of Grant's shirt, on his stomach. Two writhing, pointy tubules slip out of his shirt, aiming toward Starla's back.

Starla doesn't see him approaching, getting closer and closer, the tubules wriggling more excitedly, aiming more pointedly at Starla's back.

Grant reaches out to grab the handle on the shower door.

But, as he gets closer, he sees the nape of Starla's neck, tender and pure. His features soften slightly.

Starla hears him. She turns toward him. He swings quickly away from her, stuffing the tubules back into his shirt.

STARLA
Grant, what are you -- ?

Grant just shakes his head a little.

GRANT
I got to go. I forgot something, at work.

54 CONTINUED: 54

STARLA
But the celebration's in a little over an hour. You promised. Please, Grant. You promised.

GRANT
I'll be there. I'll meet you there. I just -- I got to go.

Grant leaves.

55 EXT. HENENLOTTER'S SADDLE LODGE - LATER 55

A banner hangs across the front of the lodge, "DEER CHEER '05" -- the first Saturday of deer season in Wheelsy. Inflatable deer totems decorate the front of the wooden lodge. RAMBUNCTIOUS TWO-STEP MUSIC PLAYS.

We TILT DOWN to partyers filing in through the entrance.

Bill and Wally arrive in casual togs. They come upon two drunk rednecks, CHARLIE and his HICK FRIEND, in fatigues and bright orange knit caps. They are GIGGLING and pretending to have sex with one of the inflatable deer. *

HICK FRIEND *
Hey, Chief!

They LAUGH hysterically. Bill is unamused.

CHARLIE *
Once that clock hits midnight, we're going into the oaks and nailing a twelve-pointer!

HICK FRIEND *
Yes sir! *

BILL
Just so you boys know -- the deer are wearing stupid fucking orange hats this year. So if you see one moving in the dark, don't think, just shoot.

The hicks stare, uncomprehending. Bill heads to the party. *

56 INT. HENENLOTTER'S SADDLE LODGE - NIGHT 56

Bill and Wally enter. WHEELSY CITIZENS celebrate. A COUNTRY-WESTERN BAND PLAYS. Dancers LINE-DANCE. *

Kylie is there, GIGGLING with her Friend, as are some other characters we've met -- Trevor, Margaret, the *

(CONTINUED)

56 CONTINUED: 56

Butcher, the Karaoke Woman -- and a few we'll meet down the road - a big fella named DWIGHT, a retired OLDER COP, and so on. *

Bill and Wally take seats at the bar. They motion for the BARTENDER to get them beers. Bill looks around at all the deer decorations.

BILL
I'll never understand what joy a grown man gets using a thousand dollar weapon to blow the face off a cute lil' deer.

Bill glances near the entrance, where he sees Starla, all gussied up, talking to someone. She looks at her watch, and then looks around the room.

Wally sees where Bill is looking. Bill takes a sip of beer.

WALLY
Surprised you're able to lift a mug after carrying that torch for so long. *

Bill looks at him, CHUCKLES.

57 EXT. BRENDA'S HOME - NIGHT 57*

Grant pulls his pickup in front of this small, ramshackle home. He looks over at it. He's still clutching his stomach, in pain.

His cell phone is RINGING. He ignores it.

58 INT. HENENLOTTER'S SADDLE LODGE - NIGHT 58

Starla is on her cell phone.

GRANT (O.S.)
- leave a message.

STARLA
Grant, where are you? They're going to start the countdown soon.

59 INT. BRENDA'S BACK ROOM - MOMENTS LATER 59

Brenda sits on the couch, watching TV, absent-mindedly feeding her BABY a bottle; she has no makeup and wears frumpy clothes.

(CONTINUED)

59 CONTINUED: 59

She hears a KNOCK at the door.

Brenda stands with the baby and walks down the long hallway toward the front door.

59A INT. BRENDA'S FAMILY ROOM - NIGHT 59A

Brenda opens the door to reveal:

BRENDA
Grant?

Brenda wipes her unkempt hair from her face, embarrassed by her appearance. Grant looks her up and down.

GRANT
Damn, girl, you're chocolate for the eyes.

Brenda SNICKERS.

BRENDA
I wish you'd given me a opportunity to clean up 'fore you'd come over.

GRANT
How you doin'?

BRENDA
Good. Thought maybe you was dead after the other night.

GRANT
I am dead. Don't I look it?

Grant CHUCKLES. He tries to look behind her, see inside.

GRANT
The old half-Mexican around?

Brenda props her body toward him, being flirtatious (which is a little odd, considering she's holding the baby and all).

BRENDA
At his momma's for the weekend. I'm all alone.
(re: baby)
'Sides this one.

Grant smiles.

60 EXT. HENENLOTTER'S SADDLE LODGE BACK PORCH - NIGHT 60

Bill walks out onto the back porch. He sees Starla, leaning over the wooden rail of this long back porch, looking at the lights of the town below. He watches her a moment, and then walks up and leans on the rail beside her.

She looks genuinely happy.

STARLA
Hey, Bill! Whatcha' doin'?

BILL
Tryin' to get a buzz on. But I'm too buff. Too much muscle mass.

Starla LAUGHS.

STARLA
Oh! Congratulations on the --

BILL
Thanks.

STARLA
Your promotion.

BILL
Thanks.

Starla smiles. They look at the lights of the city together.

BILL
Where's ol' Grant?

STARLA
I don't know. He's supposed to meet me here, but...

Starla shrugs, sips her drink. Bill and Starla look out over the city together.

BILL
Pretty, huh?

STARLA
I've seen them so many times before. I guess any spot gets boring after awhile.

60 CONTINUED: 60

BILL
Well that's only if you're in the wrong spot.

Starla looks at him.

BILL
There's a place over there on the bluffs. When the fog is just right, like tonight, the lights of Main look like a kaleidoscope.

STARLA
Oh, yeah?

BILL
Mm hm. But only a few folks know how to get there. Wally. Rollo Linkski coulda taken you, but 'course he got hit by that train. Me.

STARLA
I'll get Wally to show me sometime then.

Starla LAUGHS out loud. So does Bill.

BILL
Oh, will you now?

STARLA
Or Rollo's ghost.

From INSIDE THE LODGE, they HEAR the BAND STOP PLAYING. Starla looks at her watch.

STARLA
Countdown time.

61 INT. HENENLOTTER'S SADDLE LODGE - MOMENTS LATER 61

Bill and Starla re-enter the room, and look up to the stage.

LEAD SINGER
I'd like to introduce, Mayor Jack MacReady!

Jack comes out on stage, waving and smiling. The CROWD APPLAUDS. Jack takes the microphone from the lead singer.

JACK
Ladies and Gentleman -- Right after God invented this world of ours, he came unto Adam and said --

62 INT. BRENDA'S FAMILY ROOM - NIGHT 62

Grant is in the family room. He watches through a doorway, into Brenda's kitchen, where she's getting a tray of food ready.

JACK (O.S.)
That man should have dominion over the fish of the sea, and over the birds of the air --

Grant gazes into a crib, where the baby is playing with a tomato.

JACK (O.S.)
And over every living thing that moveth upon the earth.

63 BACK TO HENENLOTTER'S 63

JACK
Now, I believe when God said that, he was thinkin' of Deer Season in Wheelsy and how damn fun it is to shoot a buck or two!

The CROWD CHEERS AND APPLAUDS. Jack looks at his watch. The BAND PLAYS anticipatory music.

JACK
Are you ready?!!

64 BACK TO BRENDA'S FAMILY ROOM 64

Grant notices one of the window drapes is up. He pulls it down, darkening everything.

Brenda enters from the kitchen, holding a tray.

BRENDA
Cheese and crackers!

She sets the tray down on the coffee table. Grant glances down at Ritz crackers and squared slices of Kraft cheese.

GRANT
That's great, doll. Take off your shirt.

BRENDA
What?

64 CONTINUED: 64

GRANT
You know how lucky you are to be a human bein', Brenda?

Brenda stares at him, as he circles slowly around her.

GRANT
I been a lot of places, but I think I like here best. Want to stay awhile. So, go ahead there, sweetheart, and take off your shirt.

Brenda, though confused, sits on the couch and starts unbuttoning her blouse. After a moment, she looks at Grant, trying to be sexy while she does it.

65 INTERCUT HENENLOTTER'S AND BRENDA'S HOME 65

JACK starts to count off.

JACK
Ten!

THE CROWD counts with him.

CROWD
Nine!

BRENDA takes off her shirt, sitting there in her bra.

CROWD (O.S.)
Eight! Seven!

GRANT starts unsnapping his shirt as well.

KYLIE and her friends count along.

KYLIE
Six! Five!

GRANT removes his shirt completely, turning toward Brenda.

CROWD (O.S.)
Four! Three!

BILL counts too. Starla watches him.

BILL
Two!

BRENDA sees the wound on Grant's stomach, blossomed into a veiny, pustule-ridden yellow spout, huge and pulsing.

65 CONTINUED: 65

CROWD (O.S.)
One!

BRENDA
Grant!? What -- ?!

THE BAND ERUPTS into JOYOUS MUSIC. The Crowd STOMPS and HOOTS, APPLAUDS and DANCES.

JACK
Let the hunt begin!!

The BAND SINGS again: INTERCUT this dancing celebration with: *

66 INT. BRENDA'S FAMILY ROOM - NIGHT 66

Grant grabs Brenda. She tries to push his arms away.

BRENDA
No, no, we --

Brenda tries to get up from the couch. But Grant pins her wrists against the wall. She struggles to get free.

Brenda's eyes widen as she looks down to see the two writhing, tentacle-like tubules emerge from Grant's wound. She SCREAMS.

Grant shoves his hand over her mouth, shutting her up. He's extremely strong. She watches as the tubules twitch, feeling their way like blind snakes.

The tubules come to rest on her abdomen. Tears stream down from Brenda's eyes. They push into her flesh.

Brenda goes into convulsions. Something -- a fluid -- pumps through the tubules and into Brenda.

Grant watches Brenda without emotion as her body spasms there beside him.

FADE TO BLACK.

We HEAR a KEY IN THE DOOR.

67 INT. GRANT FOYER - NIGHT 67

A sliver of light appears in the black, and a front door opens, revealing Starla, who enters. She's maybe had a bit too much to drink.

67 CONTINUED: 67

STARLA
Grant? Grant, why weren't you answering your phone?

No answer. Starla tries to turn on the lights, but nothing happens.

STARLA
Damn fuse.

67A INT. GRANT VESTIBULE - NIGHT 67A*

Starla enters and notices the lock on the cellar door as she passes it. She looks down at the floor in front of it and sees drops of something on the floor there. She crouches down and touches it. It's stained into the floor. *

She hears a TV PLAYING, coming from the other room.

68 INT. GRANT LIVING ROOM - MOMENTS LATER 68

The SUSPENSEFUL MUSIC GROWS STRONGER as Starla moves slowly into this dark room, looking for her husband. She sees the TV, which is on, but not her husband.

STARLA
Grant?... Grant, where are y --?

Starla turns as Grant POPS INTO FRAME. Starla, startled, stumbles back. Grant is sick and trembling. But, worse, he's been transforming. There are small pustules all over his face.

STARLA
Grant. Oh my God. What happened to your -- ?

GRANT
It's just a bee sting... I had to go to Dr. Carl. He said I had a -- a reaction.

Starla stares at him a moment, speechless, then:

STARLA
Shouldn't we -- ? We should get you to a hospital.

GRANT
No no no. He gave me a prescription. Said it'll clear up in no time. This happens -- happens to people all the time.

(CONTINUED)

68 CONTINUED: 68

Starla stares at him, mute and horrified.

GRANT
Don't look at me like that, baby.

FADE TO:

69 INT. POLICE STATION - MORNING 69

The front door of the precinct opens, and a confused HALF-MEXICAN MAN stumbles inside. He's in an advanced state of worry and grief. He is carrying Brenda's diapered Baby, who is CRYING. The Mexican man walks slowly through the office, looking for help until Margaret notices him from her desk.

MARGARET
Sir, can I help -- ?

BRENDA'S HUSBAND
My wife. Brenda. I think something has happened to her!

70 INT. HIGH SCHOOL CLASSROOM - DAY 70

Starla is staring, zoned out, as her STUDENTS work hard, taking a test.

She sees a green INCHWORM, crawling up the stem of a flower on her desk. She stares at it, as if it's a portent.

KYLIE (O.S.)
Ms. Grant?... Ms. Grant?

Starla looks up at Kylie.

KYLIE
Should we just put our tests here when we're finished?

STARLA
That'll be fine, Kylie.

71 INT. TEACHER'S LOUNGE - LATER 71

Starla is on the phone, visibly upset.

STARLA
Yes, Dr. Carl, this is Starla Grant.

DR. CARL (O.S.)
Oh, Starla. How are you, dear?

(CONTINUED)

71 CONTINUED: 71

STARLA
I'm just worried about Grant is all. His condition, it might be getting worse, he --

DR. CARL (O.S.)
What condition is that, dear?

Starla stares, worried, tears coming to her eyes.

STARLA
The one you saw him about yesterday, the...

DR. CARL (O.S.)
Starla, I haven't seen your husband for over a year. *

72 INT. GRANT CELLAR - DAY 72

It's too dark to see much, but we do see Grant stuffing meat from the stockpile into a garbage bag.

73 EXT. GRANT HOUSE - LATER 73

Grant makes sure no one's looking, and he places the garbage bag full of meat into the bed of his truck, covers it.

74 EXT. STREET - EVENING 74

Starla pulls up to a stop sign. She looks out at a telephone pole beside it: she sees a LOST: REWARD flyer stapled there, with a picture of the beagle: "Answers to the name ROSCOE." And there are perhaps a dozen other flyers for missing pets as well.

75 EXT. OLD BARN - NIGHT 75*

Grant moves through the forest, in massive pain, dragging the garbage bag.

Grant comes upon an old wooden barn. The structure is maybe a hundred years old, and long abandoned. It's spattered with graffiti.

76 INT. OLD BARN - NIGHT 76*

Grant enters. It is almost completely dark; throughout the scene, we can HARDLY SEE ANYTHING. We HEAR WEEPING.

(CONTINUED)

76 CONTINUED: 76

CHAINS RATTLE.

GRANT
Sorry 'bout the surroundings. Had my basement all set up, but... change of plans.

Grant walks toward Brenda, in silhouette, sitting on a new nest he has made. She's chained up and MOANS through a mouth gag. Grant walks to her. Her body is pear-shaped and misshapen (though, again, we can't make out much in the dark). Grant pulls her gag away.

BRENDA
Grant? Grant, I'm hungry. I'm so hungry I think I'm gonna die.
(sobbing)
I'm sorry if I did something wrong! I think I gotta -- I think I should go to a hospital!

Grant pours the bagful of meat out in front of her.

GRANT
Brought you munchies.

CLOSEUP: Brenda's face, still in darkness. She stares at the meat, simultaneously excited and repulsed.

She reaches out, grabbing a piece of raw pork.

We WIDEN OUT into the DARK BARN. We HEAR, but cannot see, Brenda CHOWING GREEDILY on the raw meat.

77 EXT. GRANT HOME - NIGHT 77*

Starla is pulling her large trash can down the driveway, when she sees Bill and Wally pulling up in a cop car.

They get out of the car and approach. Bill looks a little embarrassed.

BILL
Hey, Starla.

STARLA
Bill. Wally.

BILL
Does Grant happen to be around by any chance?

Wally walks toward the Grants' open front door.

77 CONTINUED: 77

STARLA
No. He's not home from work yet.

Wally leans in the open front door, yells out:

WALLY
Mr. Grant!?

STARLA
I told you. He's not home. What's going on?

Starla sees a NEIGHBOR, a few homes down, watching them. Bill gets in closer to her.

BILL
Starla, you know Brenda Gutierrez?

Starla shakes her head.

BILL
Maybe she's ever called the house, or -- ?

STARLA
No. What...?

WALLY
Girl disappeared Saturday night. Signs of a struggle in the house.

STARLA
Here in town?

BILL
Thing is, people saw Grant go into her house Saturday. That's the last anyone saw --

Starla stares in shock.

BILL *
You all right?

STARLA
It must be someone who looks like him.

BILL
Maybe. Maybe.

Bill hands her his card.

(CONTINUED)

77 CONTINUED: (2) 77

BILL
Have him call me, though, okay?
As soon as he gets in.

78 INT. GRANT FOYER - MOMENTS LATER 78*

Starla closes the door behind her, distraught, and moves into -- *

79 INT. GRANT VESTIBULE - MOMENTS LATER 79*

She eyes the cellar door, with the new, shiny lock.

She gains courage, and -- *

MOMENTS LATER *

Starla throws open the closet door. She looks at old, unused sports equipment. She grabs an aluminum baseball bat. *

MOMENTS LATER *

Starla holds the aluminum bat, standing in front of the cellar door. She hesitates a moment. But then she swings the bat at the lock on the door. *

She swings it again, GRUNTING. *

And again. *

Finally, the lock is knocked off the wooden door. *

Starla pushes away the useless lock, letting it fall to the floor. *

Starla steels herself, and slowly pushes open the door into the dark cellar. As she does, the horrendous stench hits her. Terrified, she covers her face with her hand, and descends the stairs. *

80 OMITTED 80*

81 INT. GRANT CELLAR - NIGHT 81

As she steps slowly down the stairs into darkness. The smell gets stronger, and she can see vague shapes through hanging plastic behind her. * * *

(CONTINUED)

81 CONTINUED: 81

Then, as she turns the stairwell corner, and enters the basement -- YOW! -- something FALLS DOWN, entering FRAME, almost hitting her in the face -- *

It's poor, dead Roscoe, the beagle, his tongue dangling out as he hangs suspended from a rafter.

Starla looks around to see other dead pets hanging and in piles on the floor along with rotten meat.

Everything is divided into various categories, and labeled: Pork, Ground Beef, Cats, Dogs. The walls and doorway have been heavily insulated so the smell doesn't sink into the home.

Starla starts to CRY. She runs back up the stairs.

82 INT. GRANT DINING ROOM - MOMENTS LATER 82

Starla runs past the front picture window, and grabs a cordless phone. She fumbles for the card Bill gave her, and dials the number. The phone RINGS, and:

SHERRY (O.S.)
You've reached Chief Pardy at the Wheelsy Police Department. Please leave a message and your call will be returned as soon as possible.

There's a BEEP. Starla tries to speak through her SOBS, pacing:

STARLA
Bill, it's Starla! You were just --

As Starla passes the large picture window, she doesn't see Grant staring in at her, heaving, his face now that of some diseased cephalopod.

STARLA
It's -- I think you better come back right away -- I think Grant's sick, he --

Starla turns to see the monstrous Grant through the window.

She just stops. They stare at each other for a moment.

And then Grant lets out a FURIOUS, MONSTROUS SCREECH, like a thousand pigs being slaughtered.

Starla turns and dashes toward the back of the house.

Grant disappears from the window.

83 INT. GRANT VESTIBULE - NIGHT 83*

As Starla runs through here, she looks behind her at the front door to make sure Grant isn't following. She passes a wall of family photos.

84 OMITTED 84

85 INT. GRANT LIVING ROOM - NIGHT 85

Starla sees the door on the rear of the house, leading to the backyard.

She arrives at it, and flings it open --

Grant is there.

He lunges onto her. Starla SCREAMS and drops the cordless phone, just as it starts RINGING. Grant crawls on top of her body. Starla reaches for the ringing phone, but he pins her hands above her head. He looks into her eyes. He's CRYING. His voice and breath are sick and raspy.

GRANT
Why'd you betray me, sugarplum?!

STARLA
Grant, no!

GRANT
I wasn't gonna hurt you! I loved you. I tried not to change -- I'm too ugly for you now, is that it?!

STARLA
Grant, you're sick!

Grant is about to cry.

GRANT
I can't trust you no more!!

Starla's WEEPING, confused. Grant rips his shirt open. Starla sees the tubules protruding from the now enormous yellow spore on Grant's chest. The tubules feel over Starla's blouse, and then slip beneath it. They start to poke into her skin.

STARLA
Noooo!

Starla grabs the leg of a side table beside her. She * SLAMS the table into Grant's head.

85 CONTINUED: 85

This surprises him sufficiently to let Starla get out from under him.

Starla grabs the cordless phone, which is no longer ringing. She dials 911 as she runs away. *

Grant spends a moment on the floor, transforming, in even more pain. * *

Starla carries the RINGING phone, running, when, suddenly --* WHAM! -- Grant APPEARS, behind her. He wraps his arm * around her neck, pulling her back. He looks down at her * with his sick, angry eyes, as his arm -- now apparently * jointless -- curls around her like a snake.

Starla gasps for air. Her face turns purple. She hears a SLAMMING on the door.

BILL (O.S.)
Starla?!! Starla, are you in there?!

Starla tries to speak but she cannot. We HEAR the FRONT DOOR OPEN.

BILL (O.S.)
Starla?!

Starla, with barely an ounce of life left in her, sees Bill, Wally, Trevor and Margaret burst into the living room.

They are surprised, to say the least, to see this diseased humanoid strangling Starla from behind.

TREVOR
Whah!

Grant SCREECHES at them. The cops, freaked out, pull their guns.

Grant jumps away from Starla, backing into the shadows, SCREECHING in anger. Starla falls to the floor.

BILL
Stop!

Grant slips out the back door and away. The cops stare, gape-jawed and frozen with shock.

BILL
What the fuck was that?!

Starla rubs her neck, COUGHING. Margaret goes to help her.

(CONTINUED)

85 CONTINUED: (2) 85

Bill runs toward the back door.

86 EXT. GRANT BACKYARD - NIGHT 86

Bill runs out into the backyard. Wally dashes up behind him. They look around at the trees surrounding the area. Grant is nowhere to be seen.

We CRANE UP and AWAY from them as we...

FADE TO BLACK.

SUPER: **3 DAYS LATER**

87 EXT. POLICE STATION - DAY 87

Cars rush past the old station, as Bill, looking harried, enters through the front door.

88 INT. POLICE STATION - DAY 88

Bill comes upon a few COPS and SECRETARIES, bustling, making phone calls, etc. Jack, the mayor, sees Bill.

JACK
Bill!

Bill spots him, moving quickly toward him.

BILL
Shit.

JACK
Bill, we need to talk!

BILL
'Mornin', Jack.

Bill crosses the station. Jack follows. Margaret watches this -- she's sitting at her desk, with a SAD DRUNK in cuffs in the seat beside her. *

JACK
Bill, we need to find this Grant yesterday! The town council has lit a Roman candle and stuck it up my ass! *

BILL
Hell, Jack, your leisure activities ain't my business.

(CONTINUED)

88 CONTINUED: 88

JACK
Don't fuck with me, Bill. Your post here as Chief is in dire straits. No one wants to hunt in a town with a pet-murderin' kidnapper in it. *

BILL
We'll find Grant. There ain't many places he can hide, looks like a damn squid. Sea World maybe. *

Jack sees a SECRETARY making copies nearby. He speaks in hushed tones:

JACK
That young lady heard you say 'squid.' She's gonna go out and create a Goddamn hysteria!

BILL
Sherry, you gonna create a hysteria?

SHERRY
Not today, Bill.

Bill sits at his desk. He sees a Beanie Baby Squid there. *

BILL
What's this? *

SHELBY
Thought you could use that like a police sketch, Chief, take it around door to door, see if anybody recognizes him.

The cops CRACK UP. Jack, furious, snatches up the Beanie Baby. *

JACK
You all show some respect right now!
(to Bill)
And you! You yourself said it was dark in there! You don't know what you saw!

TREVOR
His arm was all bendy, Mayor.

JACK
Well, the bastard obviously got lyme disease!

(CONTINUED)

88 CONTINUED: (2) 88

BILL
What?

JACK
You touch some deer feces! Then eat a sandwich without washing your hands! Then you got lyme disease!

BILL
And that makes you look like a squid?

The cops and the SAD DRUNK LAUGH at Jack. *

JACK *
Well, fuck you all for laughin'! *

SHELBY (O.S.) *
Bill!

Bill looks over at Shelby at the dispatch unit.

SHELBY
Another attack! Up at the Castavets'. *

The cops get up. Jack looks confused. *

WALLY *
Grant's been stealing animals on * the ranches 'edge of town.

JACK
Oh, Jesus.

BILL
Remember your guns, folks. We * don't want any lyme disease jumping out at us. *

89 EXT. CATTLE RANCH - LATER 89

POV: A dead Rottweiler is lying on its back in the long grass, its gut split open, almost perfectly symmetrical.

BILL (O.S.)
I reckon Grant ain't got one of them puppy calendars on his desk.

Bill and Wally are staring at the dog from above.

89 CONTINUED: 89

BILL
Just don't strike me as a real dog lover. *

TREVOR (O.S.) *
Hey, look!

Bill looks over at Trevor, standing up between the tall weeds, holding a dog's head in his hand.

TREVOR
He knocked this'n's head clear over here! *

WALLY *
Put that down, numbnuts! *

Margaret looks at a trail of blood. *

MARGARET *
How could one man slay all them * dogs and drag off a cow by hisself? *

Bill looks off into the dark forest on the edge of the * ranch.

BILL *
He's got to be in the forest. All * three ranches run alongside it. *

Bill has a realization. *

BILL *
Get some folks together. I think * I know where Dr. Doolittle's gonna hit next.

90 INT. POLICE STATION - LATER 90

CLOSEUP: A property map of Wheelsy is tacked to a bulletin board. Squid stickers are affixed to various ranch properties on the edge of the city, as are red circles around each. Bill's finger points to one of the properties.

BILL
So the night after Grant ran off, a calf went missing from here, the Raglans' ranch.

REVEAL Bill, standing beside the bulletin board. A posse has gathered, listening intently: Wally and the usual * cops; Jack; an OLDER COP, probably pulled out of retirement; and a couple recruits -- Charlie and Dwight. *

(CONTINUED)

90 CONTINUED: 90

Bill points to the next red circle.

BILL *
Two nights ago, a mare was stolen from this property, run by Fitzgibbon, that old rancher with the cleft palate.

Wally whispers to Margaret, amused:

WALLY
Looks like a chipmunk.

BILL
Your momma wasn't too proud when you came out neither, Wally.

Bill points to the next circle.

BILL
And then we get here, the Castavets', where last night's shit-storm took place.

TREVOR
It's like as if he's going in a * pattern. Is that what you're saying, Bill?

Bill nods and points to the next red circle.

BILL
And if he sticks to that pattern he'll be here next. Belongs to a family, the Strutemyers'. Now I know y'all are tired and you've barely seen your families. But we're gonna have to go there tonight, lie low and wait.

The posse nod, agreeing.

CHARLIE *
Let's get that son-of-a-bitch, Chief.

91 INT. POLICE STATION/ARMORY - DAY 91

Inside a small armory closet, Wally loads a Benelli M-1 super semiautomatic shotgun. Margaret checks the site on a Remington 700 PSS rifle. Bill takes a Springfield M-1A pump-action for himself, while Trevor stuffs numerous pistols and ammo into a leather satchel. Trevor notices a dusty grenade on a shelf.

(CONTINUED)

91 CONTINUED: 91

TREVOR
Hey, Bill, we got that grenade we confiscated from them jokers wanted to use it fish for trout?

Bill looks at Trevor, considering.

BILL
No. We should be all right with what we got.

Bill sees Jack and the Older Cop watching as they load their weapons.

JACK
I didn't know the Russkies were invading there, folks.

MARGARET
You seen this guy, you'd wished they was.

92 EXT. POLICE STATION - LATER 92

The posse loads up their vehicles, and start taking off out of the parking lot.

Bill and Wally walk out to their police car. Wally gets in the passenger seat. Bill HEARS a CAR SCREECHING into the parking lot.

He turns to see Starla pull up beside him. Bill stops. She gets out and walks up to Bill.

BILL
Starla.

STARLA
Bill, I heard what -- I think I should go with you.

BILL
Go with us? Honey. No.

Starla looks as if she's about to CRY.

STARLA
Bill --

BILL
I ain't well-read on police procedure, but there's got to be a heap of regulations against -- *

(CONTINUED)

92 CONTINUED: 92

STARLA
This is my fault. *

BILL
He tried to kill you. *

STARLA
I should have seen it. He'd been * acting peculiar. The physical symptoms. I just wanted to pretend it wasn't happening.

BILL
Starla, I can't. *

Bill gets into his car. Starla leans into the open window. *

STARLA
Dammit, Bill. If that girl's still out there, how will you find her? How, unless you bring Grant in alive? Your best -- your only chance of doing that is with me.

Bill looks at her. He looks at Wally.

WALLY
She's got a point.

Bill looks at Starla again.

93 INT. STRUTEMYER KITCHEN - EVENING 93

Kylie is blowing on a cup of hot chocolate. Her MOM, DAD, and two younger SISTERS, aged 9 and 11, are relaxing after dinner. As Kylie's Mom picks up plates --

KYLIE'S MOM
Kylie! What'd you do to your fingers?

Kylie's Mom grabs her hand, looking at her very long fingernails. They're painted sky blue and spotted with minute teddy bear and bumblebee decals.

KYLIE
Kiri Goshima done 'em. She's Japanese.

KYLIE'S DAD
Looks like Pokemons done 'em to me!

Kylie's sisters LAUGH out loud.

(CONTINUED)

93 CONTINUED: 93

KYLIE
Foreign stuff is classy if you knew something.

Kylie's family sees, OUT THE WINDOW, police cars pulling up by a gravel road.

KYLIE'S DAD
Oh. There's Jack. I want y'all to stay inside tonight. All right?

Kylie's sisters nod. Kylie too.

94 EXT. STRUTEMYER FARMHOUSE - EVENING 94

Kylie's Dad steps onto the front porch of this quaint family farmhouse. He sees Jack heading toward the ranch, and waves. Jack gives a little salute, while muttering to Charlie. *

JACK
This turns out to be a mountain lion we're gonna look like a damn bunch of idiots.

Dwight and Charlie make their way to the ranch as well. * They see Bill heading there with Starla.

DWIGHT *
Didn't know it was date night.

Charlie LAUGHS. *

DWIGHT *
I'll be expecting you toss my salad at the end of all this then, Charlie.

CHARLIE *
That'd be your dream come true, you big homo!

DWIGHT stares at him, angry. But Charlie keeps LAUGHING. *

95 EXT. STRUTEMYER RANCH - MOMENTS LATER 95

The posse fans out over this grassy land where the cattle graze, finding places to hide. The sun sets behind them.

FADE TO:

96 EXT. STRUTEMYER RANCH - NIGHT 96

Darkness has crept over the ranch, and the beautiful, pastoral scene has become distinctly more sinister.

The wind blows hard, WHISTLING through the long weeds.

A rusty rooster windmill atop the old shed twists and CLINKS on its half-bent perch. *

A piece of tarp hangs down from the shed roof, FLAPPING incessantly against the wooden wall. *

Trevor and Jack; Dwight and Charlie; and Margaret and the Older Cop are hidden around the ranch, waiting, watching or dozing. *

97 INT. STRUTEMYER SHED - NIGHT 97*

Inside the shed, the wind is only slightly quieter, and it's darker. Bill, Starla, and Wally are here. Bill peers out through the doorway at cattle drinking from the trough. He looks at Starla; her head tilts to the side as she nods off. When her head falls all the way, she snaps back up, and catches Bill gazing at her. *

Bill nods and smiles. She doesn't smile back; she's embarrassed and miserable and this is the last place she wants to be.

BILL
Hey, Starla, remember that time when you were a kid and you came knocking on my window in the middle of the night?

Wally looks at them. *

BILL
Starla here's twelve. Guess I was fourteen. I said, 'Starla, what the hell you doing out there?' She tells me she's running away to Hollywood to become a big star. She said she knew I was in ROTC, and she was gonna need a bodyguard. Invited me along. *

Wally LAUGHS. Bill smiles. Starla is embarrassed, but grudgingly enjoys the story.

97 CONTINUED: 97

BILL
I said, 'Starla, if there's anybody can take care of herself, I think it's you. I'm gonna have to decline.'

WALLY
(to Starla)
How far'd you get?

STARLA
About the bus stop. Ranger Rick here called my dad.

WALLY
Ha! A cop from the get-go! You son-of-a-bitch!

STARLA
You fucked up our fame and fortune, Bill Pardy.

BILL
Yeah, maybe I did.

98 EXT. STRUTEMYER RANCH - NIGHT 98

Jack smokes a cigarette as he keeps an eye out for the cow killer. The burning ember of the cigarette is blown off by the wind. Jack searches for it in the dry grass, trying to catch it before it starts a fire. He crawls forward, slapping the ground, when he glances up and sees...

A large, shadowy shape hulking through the trees on the edge of the forest.

99 INT. STRUTEMYER SHED - NIGHT 99*

Bill, Starla, and Wally see Grant Grant emerging from the forest.

He has transformed into something much more monstrous: a giant, gangrenous, slug-like beast, a clump of cells and tumor-like protuberances. He has various tentacle-like-arms growing out of him. As opposed to just having the disease, he now seems to BE the disease itself.

STARLA
Grant?

BILL
Ho. Lee. Shit.

100 EXT. STRUTEMYER RANCH - NIGHT 100

Jack and Trevor watch in amazement as Grant slithers across the field, his large, dark, watery eyes searching out prey. Jack turns to Trevor, pissed, and whispers:

JACK
You said 'squid'!

TREVOR
It got worse.

Dwight and Charlie watch too, mouths dropped. *

The diseased Grant slithers through the grass just a few feet beside Margaret and the Older Cop. They duck below the grass, looking as if they're going to have heart attacks.

Grant approaches a cow. The cow makes a little MOO of protest when he gets too close, and steps back.

With a SWIFT, SUDDEN MOVE, the Grant-creature jabs one of his tentacle growths into the cow's neck, piercing it. The cow stumbles, choking. Blood spurts from her neck. And she topples over.

101 INT. STRUTEMYER SHED - NIGHT 101*

Bill and Wally stare out the window, motionless.

WALLY
What we gonna do now, Bill? Cuffs won't even fit on 'im.

Starla musters courage. She stands, and moves out of the shed. *

BILL
Starla, where you...?

102 EXT. STRUTEMYER RANCH - NIGHT 102

Grant wraps a feeler around the cow's neck, and starts dragging it back in the direction of the forest.

103 INT. STRUTEMYER SHED - NIGHT 103*

Bill motions through the shed window to Margaret. *

104 EXT. STRUTEMYER RANCH - NIGHT 104

Margaret motions to Trevor.

Trevor motions to the recruits.

And Starla moves slowly in toward Grant.

STARLA
Grant?

Grant turns and looks at her with his half-human eyes. His BREATHING is LOUD, RASPY, and SICK. He sees, in a wide circle around him, the nervous posse standing up, their guns at the ready.

Starla moves even closer. Bill and Wally are coming in close behind her.

STARLA
Grant? It's okay.

As Starla and the posse get closer, Grant looks almost scared. His eyes dart around from cop to cop.

STARLA
You're just sick is all. But we'll take you to get help right now. I'll stay by your side, Grant, just like I swore I would. For better or worse.

Bill mutters to Wally:

BILL
Much fuckin' worse.

STARLA
Marriage is a sacred bond. Right, Grant?

Grant's huge milky eyes betray that he does.

STARLA
Okay?

The posse inch in closer, tightening the circle.

Grant lets out a PIERCING SCREECH of protest. All of the posse stop, terrified.

Everything is quiet and still except for Grant's gross breathing. DEEP: IN, OUT.

104 CONTINUED: 104

STARLA
Okay, Grant? It's gonna be all right.

Grant SCREECHES again: a warning. He looks from Starla to Bill, with hurt, jealous eyes, and GROWLS.

Then Grant's eyes close to half-mast, and he turns away. His tentacle tightens around the cow's horns, and he again drags it toward the forest.

While Bill tries to decide what to do, Charlie nervously blocks Grant's path. He aims his pistol at him. *

CHARLIE *
You stop right there, you son-of-a- *
bitch. I don't care what kinda *
leprosy you got. We need to find
that girl. Now you can make this
peaceful, or you can make it hard.

Pause. Grant and Charlie stare at each other. *

And then Grant SNAPS out a tentacle-arm, whipping it up the front of the man's body, and back.

The front of Charlie's whole body is split neatly in half. * For a split second, he remains alive: the two different sides of his split head look down in disbelief as his organs spill out from inside him. And then he topples over.

BILL
Fire! Fire!

The posse SHOOT at Grant. Starla covers her head.

Grant is struck; he SCREECHES in pain. He lets go of the cow. He slithers with incredible speed off toward the forest.

Bill and the other posse members take off after him like hounds on the heel of their prey. They SHOOT madly.

Starla watches as the posse follows Grant into the woods, and then she darts off after them.

105 INT. KYLIE'S BATHROOM - NIGHT 105

Kylie is running a bath. She hears GUNSHOTS ECHO in the distance.

She peers out a window above the tub, trying to see where the shots are coming from.

106 EXT. FOREST - NIGHT 106

The posse run through this very dark forest after Grant, leaping over brush and rocks. They're nervous, but also excited, as the primordial hunting urge takes over. Their eyes are filled with anger and bloodlust.

Wally stops by a cluster of trees, looking around. As he does, Grant's dark shape whisks through the trees behind him. *

WALLY
Over there! *

They FIRE at the creature, taking chunks out of a tree, but missing. He's too fast. *

107 EXT. CREEK - NIGHT 107

Grant's tail splashes through a creek. *

The posse run up after him, through the creek, splashing. *

Jack trips and falls in the creek. He cuts his knee on a sharp rock. He stands, and keeps going.

They come to --

108 EXT. FOREST CLEARING - NIGHT 108

The posse come up out of the creek. They've completely lost track of the diseased man-beast.

They stop, out-of-breath and looking around. They whisper:

TREVOR
Where'd he go?

MARGARET
We ain't never gonna find that girl now.

Dwight is WEEPING with rage. *

DWIGHT *
I'll kill that asshole what he did to Charlie.

Bill sees Starla run up behind them. He waves her back.

BILL
Starla, get the hell out of here!

(CONTINUED)

108 CONTINUED: 108

Starla takes a couple steps back, but doesn't leave. She watches there, half in shadows as the posse creep around, searching for some trail of Grant.

Bill finds a trail of slime between some bushes. He squeezes himself though the brush, following. The others go after him.

109 EXT. OLD BARN - NIGHT 109

The posse emerge on the other side of the brush, only to be confronted by a terrible odor. They cover their noses and mouths as their faces shrivel in disgust.

TREVOR
What's that smell?

WALLY
It's something dead.

The posse gaze up at the old ramshackle barn where Grant had brought Brenda.

MARGARET
It's coming from in there, ain't it?

JACK
Think he's inside?

Bill takes the lead, carefully approaching the barn.

The posse follows, their weapons drawn. The closer they get to the barn, the more unbearable the smell becomes. Only Bill, intent on the task in front of him, doesn't react to the stench.

Bill leans his ear in close to the front door, and listens. Through the door he can HEAR a QUIET SOBBING. Bill and Wally exchange a look.

They do paper, scissors, rock. Bill does paper. Wally has a rock, but quickly changes it into a scissors.

BILL
You suck. *

Bill steps out front. He and Wally aim their shotguns at the door. Bill nods to Margaret, and gestures for her to open it. Starla watches all this from the rear.

Margaret swings open the door.

110 INT. OLD BARN - NIGHT 110

Bill and Wally move cautiously but quickly inside. But they stop suddenly, in disgust and horror.

BILL
Oh...

It's Brenda. And she doesn't look good. Her weepy little head is stuck to the front of a huge fleshy orb, which is what her body has become. This enormous ball of flesh is nine or ten feet tall. Vestigial fingers protrude from the sides. She is utterly immobile. Her flesh sloshes, slightly and constantly; a thousand snakes seem to be slithering beneath her thin, tight, bruised skin. The woman is in great pain. She SOBS. Her mouth and chin are stained with blood.

BRENDA
Something's wrong with me.

BILL
Uh, yeah.

The posse and Starla enter behind Bill and Wally and are equally astounded.

JACK
Oh, Jesus God!

They see the source of the awful stench:

Brenda is encircled by the rotting carcasses of cows and horses and forest critters. They are mostly skeletal, as they have been largely devoured. They're swarming with flies. The stench is so bad the posse cover their faces with the bottom of their shirts.

The SOBBING Brenda looks desperately at Bill and Wally. Bill and Wally get in a little closer.

BILL
Brenda, um...

BRENDA
I didn't want no one to be seeing me like this.

As the posse inch closer, Brenda's whole body suddenly LURCHES FORWARD a bit -- like whatever's inside her is trying to get out and to the posse. Brenda SCREAMS in agony.

The posse jump back. They stare as she recomposes herself.

110 CONTINUED: 110

BRENDA
How's my boy, Bill? Is he all right?

BILL
Boy's fine, Brenda. Uh, what's -- what's happening here, exactly?

BRENDA
I'm so fucking hungry, Bill. I'm so hungry. I just never knew anybody could be so hungry.

Brenda tries to smile in a way she might charm her Daddy into giving her candy. This is creepy as hell.

BRENDA
Would you mind handing me a piece of that possum there at your feet? Little bit?

Jack gags and runs out of the barn.

111 EXT. OLD BARN - NIGHT 111

Jack vomits into some bushes.

112 INT. OLD BARN - NIGHT 112

Bill eyes poor Brenda.

BILL
I think we best get you to a hospital right quick.

WALLY
What the fuck they gonna do with her in a hospital, Bill?

Again, Brenda SCREAMS. Her body LURCHES FORWARD.

TREVOR
Why's she doing that?!

DWIGHT *
Her tumors is moving.

MARGARET
Somebody get her to stop that shit!

BRENDA
It hurts!

112 CONTINUED: 112

Her body lurches forward AGAIN. She sobs.

BRENDA
Help me!! Help!!

And then AGAIN. Starla notices that Brenda's skin is starting to SPLIT AND TEAR on her side.

STARLA
Bill.

BRENDA
Little fuckers are tearing me aparrrr- !

Brenda SCREAMS like a woman giving a thousand evil births at once and her body RIPS OPEN in one part; and then, in quick succession, ANOTHER, and ANOTHER. Bill looks out one of the windows. Grant is peering in at them, smiling.

BILL
Bastard led us here.

And then Brenda's body BURSTS OPEN COMPLETELY, like a water balloon hitting cement, and thousands of little SLITHERING EYELESS PARASITES with slippery black-red skin like slugs spill forth. The horrid creatures, eight inches long and a few inches thick, swarm over the posse, completely covering them before they can react.

113 EXT. OLD BARN - NIGHT 113

Jack sees the things flooding over the posse in the barn. The parasites are especially drawn to the posse's heads. Because there are so many, the weight of the beasts knocks most of them down.

Jack runs, but the things make it out the doorway, covering him like lava in *One Million Years B.C.*, and he buckles.

114 INT. OLD BARN - NIGHT 114

A parasite slithers quickly and fluidly into Wally's mouth. He gags on it. His eyes flip back up into his head, and his body starts to spasm.

Trevor tries to pull one away from his face, but it's too slippery and it disappears inside his mouth. His body, too, convulses, and he spits up blood.

Bill notices the parasites slithering into the mouths of Dwight and the Older Cop as well; whites of their eyes, * bodies convulsing, spewing blood.

(CONTINUED)

114 CONTINUED: 114

Bill sees the things oozing up Margaret's neck.

BILL
Margaret, cover your mouth!

Bill sees Jack outside the door in the dirt, trying to slap the parasites off. Bill yells to everyone:

BILL
Don't let 'em in your mouths!

One starts to get in Bill's mouth as he speaks, but he slaps it aside. Margaret pulls her shirt over her face.

Starla SHRIEKS. She puts her hand over her mouth as the parasites rush up her. She's knocked over, and falls back onto the floor.

A parasite slithers between Starla's lips -- when, suddenly, a KNIFE thrusts down, pinning the creature to the dirt, stopping it from oozing further into Starla.

Bill is holding the knife in one hand, his other hand firmly over his mouth. Bill swats more incoming parasites away from Starla's mouth. He covers her mouth with his free hand. He lies on top of her, mushing their bodies and faces as closely together as possible so the things don't get into them. The parasites swarm all over them, flapping their slimy little tails as they try to fight their way inside their mouths. But Bill holds tight to himself and Starla.

Eventually, the parasites give up on Bill and Starla, and begin to slither away. Bill watches as they crawl off the posse and filter out of the barn in a squirmy mound.

Eventually, they're gone. Bill takes his hand from Starla's mouth. Starla looks around.

She sees Margaret lift her face from the ground, shivering, holding her shirt over her mouth. They gaze out the front door of the barn.

115 EXT. OLD BARN - NIGHT 115

Jack pulls his face from the dirt and stands. He spits violently and wipes the dirt off his tongue with his wrist.

JACK
They tried to get in my mouth!
What kinda thing wants you to eat
it?!

116 INT. OLD BARN - NIGHT 116

Bill is trying to make sense of it all. He looks around at the posse lying on the floor in mangled positions, their mouths and lips covered in blood, still lightly convulsing.

He gazes out INTO THE FOREST to see the parasites rushing away like an ugly wormy army, shaking the brush as they head off in different directions.

CUT TO:

117 EXT. STRUTEMYERS' FARMHOUSE - NIGHT 117

Parasites crawl over rocks and out of the forest and onto the grassy yard. The farmhouse looms nearby.

118 INT. KYLIE'S BATHROOM - NIGHT 118

Kylie is taking a steamy bubble bath. Her head is back, her eyes shut; she's enjoying the warm water. The tub faucet drips lightly in an uneven rhythm.

119 EXT. STRUTEMYERS' FARMHOUSE - NIGHT 119

The parasites squirm up the side of the house, sticking to the wood siding.

120 INT. KYLIE'S BATHROOM - NIGHT 120

Kylie glances out the window beside the tub, at the starry sky and crescent moon, beautiful and still.

There's a KNOCK on the bathroom door. Kylie turns toward the door -- as she does, a parasite crawls across the window behind her, streaking a moist slimy trail.

KYLIE'S MOM
Kylie! You're gonna turn into a plum in there!

KYLIE
Prune, Mom. Plums turn into prunes.

121 INT. STRUTEMYERS' HALLWAY - NIGHT 121

Kylie's Mom is at the bathroom door.

121 CONTINUED: 121

KYLIE'S MOM
I know what turns into what. You got school tomorrow. Finish up in there and get to bed.

O.S. Kylie GRUNTS in vague agreement.

Kylie's Mom trots down the hall, to another door.

She KNOCKS once, then opens the door to --

122 INT. STRUTEMYER GIRLS' BEDROOM - NIGHT 122

Kylie's younger sisters lie in single beds, reading *Goosebumps* by bed-lamps clipped to the headboards.

KYLIE'S MOM
Time to turn in, ladies.

KYLIE'S SISTER 1
Just a couple more pages, Mom?

KYLIE'S MOM
Come on now.

The girls SIGH in lazy protest, but still turn off their reading lamps.

KYLIE'S MOM
G'night.

KYLIE'S SISTER 1
Night, Mom.

KYLIE'S SISTER 2
Night.

123 EXT. STRUTEMYERS' FARMHOUSE - NIGHT 123

THROUGH THE WINDOW we see Kylie's Mom start to close the door.

KYLIE'S MOM
Sleep tight. Don't let the bed bugs bite.

As Kylie's Mom closes the door, numerous parasites slither * INTO FRAME, up the side of the house, approaching the girls' bedroom window, which is open a few inches for air.

124 OMITTED 124*

125 INT. KYLIE'S BATHROOM - NIGHT 125*

A parasite enters through an open window here. It slithers silently down the flower-pattern wallpaper and to the floor.

It moves across the linoleum tiles and arrives at the base of the tub, and crawls up the side.

Kylie continues relaxing, her eyes closed. She doesn't see the parasite SPLASH as it enters the soapy bath water at her feet.

The creature swims between Kylie's knees and toward her face.

Kylie hears the SOFT SPLASHING and looks down. She SHRIEKS, and scrambles up to get out of the tub. As she clamors out, she slips and falls to the floor.

The parasite squirms up Kylie's wet naked back. Kylie SHRIEKS again, jumping up as she tries to slap the thing off.

KYLIE
Mom!!

The parasite winds toward her lips. Kylie goes to grab it with both hands, but it slips through them. The thing slides into Kylie's mouth as she looks down at it.

Kylie snatches the very end of the parasite's tail. Her long, teddy-bear-spotted fingernails pinch it there, digging into the parasite's flesh, barely stopping it from sliding completely into her mouth. It wildly flaps its tail like a docked trout, desperate to enter her.

Kylie falls to her knees. Her eyes roll back in her head, and her body spasms while she holds tenuously onto the very tip of the parasite's tail.

We TRACK IN to a CLOSEUP of Kylie's face: a slight white electrical-telepathic charge can be seen SPARKING inside her mouth.

FLASH TO:

126 KYLIE'S VISION 126

We are RUSHING through some amoebic landscape, PAST microbes and cytoplasm and cells, and to:

KYLIE'S VISION - SERIES OF IMAGES - CREATURE'S POV

126 CONTINUED: 126

Perhaps the memories of some creature not of earth. Its eyesight is not like our own; it's in grainy black and white and amber outlines. Various images FLASH in quick succession, including the following:

-- We are on top of an alien ANIMAL, pinning it down. It HOWLS beneath us as we tear into its flesh, feasting.

-- All around us, diseased monstrous BEASTS feed on more alien animals. They lunge toward them and pin them down, ripping them apart, like some *National Geographic* documentary shot in Hell.

-- A group of diseased monstrous beasts CRY OUT in uniform pain. They buckle to their knees; now they're dying.

-- The diseased beasts feed on their own appendages.

127 BACK TO SCENE 127

Kylie tries to regain control of her mind. Her eyes fight against flipping back in her head. Tears pour down her face. She pulls the parasite out just a bit.

But then it SLAMS back into her and there are more SPARKS inside her mouth --

128 KYLIE'S VISION - SERIES OF IMAGES - MANGLED INSECT POV 128

-- We are CLIMBING UP through a creamy, gelatinous yellow. An opening slit widens in front of us, and we see Grant slowly bending to look at us, the forest behind him.

GRANT
What the hell -- ?

KYLIE'S VISION - SERIES OF IMAGES - GRANT'S POV

-- We watch Starla soaping herself in the shower.

-- We make love to Starla, our hands on her face.

-- We sit over a convulsing Brenda, impregnating her with our tubule.

-- We see the posse members coming in toward us.

129 BACK TO SCENE 129

With a last, desperate effort, Kylie yanks at the exhausted worm, pulling it fully from her mouth. It flaps in her fingers. Kylie spits up blood.

(CONTINUED)

129 CONTINUED: 129

Kylie tosses the parasite away from her. Though slightly crippled, the little bastard writhes back toward her.

Kylie spots her curling iron on the counter; it's plugged in, the red light is on. She grabs it, and swings it into the wormy thing.

The parasite SQUEAKS and trembles with pain. Smoke rises from it as Kylie digs the curling iron in deeper, burning it, and, finally, killing it.

Kylie lifts the iron in front of her and looks at it. The dead parasite is stuck to it, dangling from the metal.

KYLIE
Mom!!!

Kylie drops the iron. She quickly steps into her clothes lying on the floor. She runs out of the bathroom and into --

130 INT. STRUTEMYERS' HALLWAY - NIGHT 130

Kylie runs to the stairway.

KYLIE
Mom!! Mom!!!

Kylie stops. Dozens of the things are slithering up the stairs and up the handrail towards her.

O.S. Kylie hears her SISTERS' SCREAMS. She looks in their direction, running toward their room.

KYLIE
Emily!! Jenna!!

Kylie runs to her sisters' door.

When she gets there, she tries to open it, but it's locked.

KYLIE
Jenna, open the door!!

Kylie just hears her sisters SCREAM more. Shaking with fear, Kylie throws open a closet door, and grabs a bowling ball.

She SLAMS the ball into her sister's door, smashing a crater in the door. She SLAMS the ball into the door again: it flies through and to the other side. She peers through the hole, and can see part of her younger Sister's body, on the bed, her arms flailing spastically.

(CONTINUED)

130 CONTINUED: 130

KYLIE
Noooooo!

Kylie reaches her hand in the hole of the door.

131 INT. STRUTEMYER GIRLS' BEDROOM - NIGHT 131

Kylie's arm struggles to find the doorknob, and open it.

132 INT. STRUTEMYERS' HALLWAY - NIGHT 132

Kylie sees the things get even closer.

133 INT. STRUTEMYER GIRLS' BEDROOM - NIGHT 133

Kylie undoes the lock, and gets inside the room. She starts to WEEP as she sees each of her Sisters lying on the floor, in the darkness, convulsing.

Kylie sees the parasites around the room coming at her over her sisters' dresser. Kylie furiously picks up the bowling ball at her feet, and SMASHES it down on the slithering things and the dresser, once, and then AGAIN.

She spies a clear path toward a window. Kylie runs to the window, and shoves it open. As the things approach her, she crawls out --

134 EXT. STRUTEMYERS' FARMHOUSE AWNING - NIGHT 134

Kylie steps onto this shingled, angled canopy over the front porch. She turns to see the parasites slithering out towards her. She looks down. It's probably too far to jump, but she has no choice.

So she jumps down onto --

135 EXT. STRUTEMYERS' FARMHOUSE - NIGHT 135

Kylie lands, hard, tumbling over.

She glances back at the front of the house.

THROUGH THE KITCHEN WINDOW she sees her Mom and Dad, eyes rolled back, convulsing, spitting up blood.

More parasites are crawling towards Kylie through the grass.

135 CONTINUED: 135

She spots her family's old Luv pickup truck on the driveway in front of her. She breaks for it.

She throws open the front door, and jumps inside.

The things approach, crawling in after her. Kylie tries to slam the door shut, but it won't; many things are stuck in the door jamb. They SQUEAK in a chorus of pain, trying to wriggle toward her.

So she SLAMS the door AGAIN, and AGAIN, and she slices the little bastards in half.

136 INT. PICKUP TRUCK - NIGHT 136

Kylie makes sure none are inside.

She feels for the keys in the ignition. There aren't any.

The creatures crawl up and over all the pickup's windows, trying to get in. Slithery shadows cover over Kylie, leaving her in almost complete darkness.

Kylie crouches down in on herself, and WAILS.

FADE TO:

137 INT. OLD BARN - NIGHT 137

Starla, Jack, and Margaret stand, all three in some mild state of shock.

Bill, much calmer than the rest, is trying to make contact on his police radio.

BILL
11-41. We're gonna need paramedics out here right away. We got four men down.

Bill listens for a response, but there's only STATIC. He presses the button again.

BILL
Shelby, you there?

Still, only STATIC. Bill tries another frequency.

BILL
Shelby, this is Bill. We got an emergency here.

(CONTINUED)

137 CONTINUED: 137

STATIC. Bill looks at it.

BILL
Crud.

Bill steps outside the doorway, to see if he can get reception. Trailing off:

BILL
Shelby?

Starla sees Wally's body on the floor. His skin is white and corpse-like. His mouth is streaked with blood. Starla crouches beside him, and takes his pulse. Her hands are visibly shaking.

MARGARET
Is he alive?

Starla looks at Margaret, and nods.

MARGARET
Praise Jesus.

JACK
'Praise Jesus?' That's fucking pushing it. This shit's 'bout as far away from God as shit can get.

Jack looks at the women.

JACK
Either of you ever seen anything like that? Ever heard of anything like that?

Margaret shakes her head. Jack looks at Starla, who also shakes her head.

JACK
Me neither. And I watch 'Animal Planet' all the fuckin' time.

Bill re-enters.

BILL
No reception out here. I'm gonna run to the car, call for paramedics from there.

STARLA
That's a long way, Bill, with those worms out there.

(CONTINUED)

137 CONTINUED: (2) 137

BILL
Well, it's a nice change of pace from shooing deer. The three of you, Get these folks out of the barn. The stench and rot can't be any good for 'em.

Margaret nods.

JACK
Hold on there, Pardy. Don't go orderin' me around. I'm still your superior.

BILL
Fine, Jack. You want to go?

Jack stares at him, mumbles:

JACK
I ain't sure how to work the... radio thing. I would, otherwise.

Bill starts to leave, Starla grabs him.

STARLA
Be careful, Bill.

BILL
That's a thought.

Bill smiles and jogs off into the forest.

138 EXT. TREE-THICK FOREST - MOMENTS LATER 138

Bill runs into the small glade, and looks around, trying to remember which way he came from.

He gazes between some greenery, some distance away, and spies a long-lashed DEER munching on foliage. Bill looks at it a moment, peaceful, perhaps a sign of some hope...

And then a parasite crawls up the deer's neck and slithers into its mouth. The deer bucks trying to get the thing * off it.

Bill runs away as fast as he can.

139 EXT. OLD BARN - NIGHT 139

Jack and Margaret carry Trevor out of the barn. He's bloated, corpse-like and covered in varicose veins. Margaret is wearing a gag-like swatch of clothing tied around her mouth, to protect herself.

(CONTINUED)

139 CONTINUED: 139

Jack's gag is down around his chin so he can chatter.

JACK
This is some Goddamn biological weapons. Government's testin' 'em out on Wheelsy! Why?! 'Cause I don't take no shit from no one when I go to them State hearings! *

They set down Trevor and head back toward the barn.

JACK
If this shit's contagious, I turn into some big fuckin' mollusk, I'll sue those bastards, swear to God!

Starla is kneeling beside Wally, who is similarly sick and bloated. His lips are parched and cracking. * *

Starla squeezes a wet cloth, dripping all the water onto Wally's lips. Then she stands, and heads toward a nearby water tap. * *

As Starla kneels beside the tap to re-wet the cloth, she doesn't see Wally sits up SUDDENLY behind her, and stares over at her with milky eyes. * * *

Starla stands, and turns, only to see Wally directly in front of her, standing between trees, almost completely covered in darkness. *

WALLY
Hey, sugarplum.

Pause. Starla pulls the gag from her mouth.

STARLA
What?

Wally speaks with Grant's cadence.

WALLY
Marriage. It's a sacred bond. Just like you said.

Starla stares at him. Wally almost looks guilty.

WALLY
I'm sorry 'bout trying to strangle you and all. I lost -- Lost my head. I didn't want to do none of the things I done. Not kill them pets. Not make Brenda a womb.
(MORE)

(CONTINUED)

139 CONTINUED: (2) 139

WALLY (CONT'D)
But it's my nature, ain't it? How can you blame someone for actin' according to his nature?

Starla, too freaked to speak, takes a step back from him.

WALLY
I wanted to tell you what was going on. But I didn't - didn't think you'd love me no more. I never knew... love, Starla, I --

Jack and Margaret are setting down the Older Cop. They see Wally standing. Margaret pulls down her gag.

MARGARET
Wally?

Wally turns and stares at her like some angry animal.

MARGARET
You all right?

Wally doesn't answer.

MARGARET
Maybe you better sit back down. You don't look so good.

JACK
Hey.

Margaret follows Jack's eye line. Trevor and the Older Cop are sitting up, staring at them, just like Wally.

Dwight stumbles into the barn doorway, also staring at them. *

140 EXT. STRUTEMYERS' FARMHOUSE/INT. PICKUP TRUCK - NIGHT 140

Kylie is still alone in the Luv truck. The windows are clear; the parasites have abandoned their quest, just as they did with the posse in the barn. But Kylie stays in the car, trembling, afraid to leave.

She HEARS a DOOR OPEN. She sees her parents and her sisters stumble out the front door of her home. They're also bloated and diseased.

Their chins and shirts are stained with the blood they spit up. They slowly approach the car in the darkness...

140 CONTINUED: 140

KYLIE'S DAD
Kylie, honey, you okay? Come on out.

Her family lumbers up to the truck, surrounding it. They peer in with their milky eyes. Her youngest sister pushes her face up close to the window. They're hollow-eyed and creepy.

KYLIE'S SISTER 1
Hi, Kylie. It's me.

Her family tries the door handles -- Kylie shivers as the RATTLING echoes around her. Fortunately, they're locked.

KYLIE'S MOM
Open the door, sweetie. I know we don't look so good, but your mommy and daddy love you.

KYLIE
Get away!!

KYLIE'S MOM
Now, Kylie, there's no excuse why not to be with your family. This is family fun day, isn't it?

They continue RATTLING the door handles, over and over. They SLAP the windows.

Kylie SOBS. Her sister speaks in a singsongy voice:

KYLIE'S SISTER 1
Kyyy-leee, this is your last cha-ance.

Her Dad leans over and picks up a large rock. He carries it toward the truck. He holds it high over his head, up above the windshield.

Kylie SCREAMS. He SMASHES it down. The windshield CRACKS, but doesn't shatter. Her father lifts it high again.

141 EXT. FOREST NEAR STRUTEMYERS' - NIGHT 141

Bill, out of breath, runs out of the forest --

142 EXT. STRUTEMYERS' FARMHOUSE - NIGHT 142

Bill emerges behind the Strutemyers' Farmhouse. Beyond the long yard, and the home, is the gravel road where his police car is parked.

(CONTINUED)

142 CONTINUED: 142

As Bill runs past the farmhouse, he HEARS a CRASH. He turns to see the diseased Strutemyers in their driveway, all holding rocks now, smashing the pickup's windows.

BILL
Hey!

The Strutemyers stop, mid-swing. They turn toward him.

Kylie sees Bill through the rear windshield. She unlocks the door, and jumps out of the car.

BILL
What's -- ?

Kylie runs past her family and up to Bill. She grabs onto him, and hides behind him, WEEPING.

BILL
What's going on here?
(to Kylie's Dad)
What happened to you, Mr. Strutemyer?

Kylie's Dad looks down at his own bloated arm. Kylie's Dad's cadence is also like Grant's.

KYLIE'S DAD
Poison ivy out back, maybe?

KYLIE'S SISTERS
We're itchy!

Kylie is obviously in shock.

KYLIE
They're not my... They killed...

BILL
Okay. Y'all just wait in this spot. I'm gonna call the paramedics for you. Kylie can come with --

RANCHER (O.S.)
Hey there, killer.

Bill turns to see the RANCHER with the cleft palate, diseased, holding a shovel. He swings it into Bill, knocking him down.

Kylie SCREAMS. Her family runs in toward them. She looks around to see a couple more DISEASED RANCHERS rushing toward them through the fields.

(CONTINUED)

142 CONTINUED: (2) 142

The Rancher stands over Bill and raises the shovel to bring it down again.

Bill feels for his shotgun, which has fallen into the dirt beside him. He yanks the trigger.

The BLAST hits the Rancher in the foot. He buckles.

Bill stands, pulling Kylie with him as the other diseased folks rush toward them through the fields.

Bill and Kylie dash toward the cluster of cars as the diseased chase them.

143 EXT. OLD BARN - NIGHT 143

The infected posse -- Wally, Trevor, the Older Cop, and Dwight -- are all coming in towards Jack and Margaret. *

MARGARET
Now, what'd I say?! Y'all just sit down! You need to get some rest! You're sick!

Starla watches this. She eyes a rifle in the dirt. *

Wally grabs a fistful of Jack's hair. *

JACK
Hey!

Margaret goes to grab her pistol, when Trevor opens his mouth wide and --

GLEEKS; that is, he sends a yellowish globby-stream shooting out of the back of his throat. The glob SPLASHES on Margaret's hand. Margaret SCREAMS, drops the pistol.

MARGARET
It burns!!

Margaret looks at her hand as the gleek-liquid sinks into her skin. The hand is swelling monstrously. It's soft. Parts of it are nearly dripping off the bone.

MARGARET
What'd you do to my fuckin' hand?!

Wally opens his mouth and GLEEKS too -- shooting the stream-glob forward and onto her neck.

Margaret SCREAMS again, grabbing onto her neck.

(CONTINUED)

143 CONTINUED: 143

Margaret tries to speak, but she struggles just to breathe, as her neck puffs up, impeding her thorax.

DWIGHT *
Meat.

Dwight buries his fingers into her neck, and tears out * part of her throat. The puffy flesh comes off easily; it's soft, almost creamy.

As Margaret topples over, dying, the other posse members turn to look at a very freaked-out Jack. The Older Cop opens his mouth at him, when --

STARLA (O.S.)
Let him go!

The posse turn and see Starla, who has made her way over to where the rifle was on the ground, and is now pointing the rifle at the posse, trembling.

STARLA
Mayor, come on.

Surprised, they release Jack.

STARLA
What'd you do to her?!

Trevor stares at Starla. He too speaks with Grant's cadence.

TREVOR
There you go, sugarplum! Why you choosing camps 'fore you hear --

TREVOR DWIGHT *
Both sides of the story!? Both sides of the story!?

STARLA
Why are you talking like Grant?!

The posse moves toward her. Starla is CRYING. The posse makes a COLLECTIVE SCREECHING sound, then speaks again:

WALLY
'Cause I am Grant!

WALLY DWIGHT *
I'm you husband -- I'm you husband, Goddammit --

TREVOR
You swore to honor and obey --

(CONTINUED)

143 CONTINUED: (2) 143

OLDER COP
Obey me --

DWIGHT *
Obey me, so put that Goddamn gun down.

STARLA
Don't come any closer.

WALLY
You ain't gonna shoot me! I told you, you always needed me to protect you! You for damn sure ain't got the balls to --

Starla BLASTS Wally, blowing open a big crater into his face.

Wally falls to his knees. Starla and Jack look on in shock, as they see...

A slithering parasite squirming out of the crater on his face -- out of Wally's brain.

The little thing squirms down Wally's body and slithers off quickly into the woods. Wally falls over, dead.

The sick posse look at Starla, surprised, infuriated.

And then they leap at her.

Starla tries to shoot them. But she's out of ammo.

Jack and Starla dash away, as quickly as their legs will take them.

144 EXT. TREE-THICK FOREST - NIGHT 144

Jack and Starla run in a zigzag pattern through trees rooted closely together, panicked, breathing heavy.

JACK
Oh my God oh my God oh my God oh my God. *

Jack turns and sees Trevor, Dwight, and the Older Cop leap powerfully over the brush behind them, coming in fast. *

145 EXT. STRUTEMYERS' FARMHOUSE - NIGHT 145

Bill and Kylie arrive at his police car. Bill throws the door open, and shoves Kylie inside. As he starts to get in, he turns to see the two little girls closing in.

(CONTINUED)

145 CONTINUED: 145

One opens her mouth and GLEEKS -- it shoots out and lands on the car right beside Bill's arm. Bill looks surprised and disgusted.

The other little girl opens her mouth to GLEEK as Bill jumps into the driver's seat. He slams the door shut just as the oozy liquid splashes on the window beside him. Bill is disgusted by this.

KYLIE *
The worms are in their brains!! *

BILL *
What? *

The CAMERA TRACKS QUICKLY into a CLOSEUP of Kylie's Dad, who is SCREECHING. * *

MATCH CUT TO: *

145A INTERIOR SHOT - KYLIE'S DAD'S HEAD 145A*

A parasite is imbedded into his brain; its tail hangs down his spine, wagging just a bit. *

146 AND 147 OMITTED 146* AND 147

147A BACK TO SCENE 147A*

Suddenly, Kylie's two sisters jump onto the hood, SCREECHING, holding rocks. Kylie SCREAMS. Bill grabs the radio. * *

BILL *
Trevor! *

Kylie's Sisters SLAM the rocks on the windshield. One of them CRACKS the windshield. Other Infected Ranchers arrive at the car, grabbing onto it, SCREECHING. *

KYLIE *
Go! Go!! *

BILL *
My friends, they're still in the-! *
(into radio) *
Trevor?! Trev -- ?! *

Bill glances out the windshield, between the two evil little girls, to see Starla and Jack bounding in fear *

(CONTINUED)

147A CONTINUED: 147A

across the road in front of them, away from the maniacal Trevor, Dwight, and Older Cop. *

BILL *
Oh, give me a fucking break. *

Bill JAMS the car into drive. The sisters flip over the car and off the back. *

148 EXT. FOREST ACROSS FROM STRUTEMYERS' - NIGHT 148*

Starla looks back to see Trevor right behind her.

She trips and falls. She looks down to see she stumbled over old barbed wire fencing, now long fallen and curling on the forest floor. Starla tries to untangle her ankle, as Trevor closes in.

She gets it loose. But it's too late. Trevor grabs onto her blouse, SCREECHING furiously.

Starla thinks she's done for, when she HEARS A CAR and looks over to see:

Bill's police car, swerving between trees, directly toward Trevor. He's about to get hit when --

The police car suddenly gets jammed between two trees, inches from Trevor.

Trevor smiles. He grabs his pistol from his holster, and aims it at Bill --

He's about to shoot when, suddenly, a sharp object POPS OUT the front of his neck.

REVEAL Starla, behind him, holding the end of a sharp rusty stake from the barbed wire fence.

Trevor turns to look at Starla, as if he's been betrayed. And he topples over into the leaves. Jack watches this in awe.

JACK
Bitch is hardcore.

Bill backs the car out from between the trees.

BILL
Come on!

Jack and Starla get into the car. As they pull off, Dwight * and the Older Cop watch them go, SCREAMING. *

(CONTINUED)

148 CONTINUED: 148

DWIGHT *
Starrrrlaaa!!!! *

OLDER COP *
Starrlllaaa!! *

149 EXT. STRUTEMYERS' FARMHOUSE - MOMENTS LATER 149*

Here too, we CRANE UP overhead as Kylie's Family and the * Ranchers join in the hideous wail. *

DISEASED RANCHERS
Stttarrrrllaaaaaaa!!

150 EXT. ROAD AWAY FROM FOREST - MOMENTS LATER 150

Bill pulls up out of the forest and onto the road; the * car is in bad shape. *

The foursome sit in a stupefied daze. Starla's beside * Bill. Kylie appears to be in shock, hunched over herself, rocking lightly. Jack is freaking out. Bill looks in the rearview mirror, breaking it up.

BILL
How's everybody's night been? Good? Good.

STARLA *
Thanks.

Bill nods. He grabs the police radio. *

BILL
Shelby?

Nothing. STATIC. Everyone notes this, worried. Bill tries again:

BILL
Shelby, you there?

SHELBY (O.S.)
Yo, Chief.

Bill and Starla look at each other, relieved.

151 INT. POLICE STATION - NIGHT 151

Shelby sits at the police operator's unit, peppy, speaking into the headset.

151 CONTINUED: 151

SHELBY
You dig that rat out of the hole?

(CONTINUED)

151 CONTINUED: (2) 151

INTERCUT BILL'S CAR AND POLICE STATION

BILL
Listen, you got any reports of... I don't know what you call 'em. They look like big slugs, only fast?

SHELBY
Slugs? No. Unless you're talkin' about that new waitress down at Sloan's! Ha ha! *

BILL
Shelby -

SHELBY
Oh, shit! I hope she's not a police radio aficionado. If so, I apolog - *

BILL
Shelby, shut up. I need you to get me on the horn with the Center for Disease Control. You got me? *

Shelby nods.

BILL
Are you nodding?

SHELBY
Yeah. Sorry. *

BILL
Get me back as soon as you get 'em. *

Bill hangs up.

152 INT. POLICE STATION - NIGHT 152

Shelby pulls a Yellow Pages out. He starts flipping through it, searching for the CDC.

SHELBY
Center for... disease...

As he runs his finger down a page, something gooey drips down onto the page, from the ceiling.

Shelby looks up and sees the slithering parasites pushing in through an air-conditioning vent.

SHELBY'S POV: They plummet down toward us.

153 OMITTED 153*
THRU THRU
155 155

156 INT. POLICE CAR - COUNTRY ROAD - NIGHT 156*

Jack is panicking as he rummages through an Igloo cooler at his feet, searching for something, and growing upset. *

JACK *
Where's the Mr. Pibb? *

Bill just looks at him. *

JACK *
I told your secretary to pack Mr. * Pibb! It's the only sody I like!

Jack seems to be having a breakdown, on the verge of tears. *

JACK *
Goddamn girl 'splodin' like a water * balloon! Worms driving round my friends like they're Goddamn skin-cars! People spittin' acid at me makes you turn into cottage cheese! And now there ain't no Goddamn fucking Mr. Pibb!!

Pause. Everyone stares at him. *

BILL *
Let me get right on that. *

Kylie is rocking back and forth. She's in shock. *

KYLIE
It was me. I became it, him. Part of him.

BILL
Who?

She doesn't answer at first.

BILL
Who?

KYLIE
Mrs. Grant's husband.

Starla stares at her.

(CONTINUED)

156 CONTINUED: 156

KYLIE
But not always. He came from...

Kylie just shivers, and sort of points upwards.

JACK
He's a Goddamn Martian?!

BILL
A Martian is from Mars, Jack.

JACK
Or it's a general term meaning 'outer space fucker!'

BILL
No, it isn't.

JACK
Look it up, cocksucker!

STARLA
(dismissing them)
Kylie, what...?

KYLIE
His real face looks like a needle. But he's always got another. He goes from place to place, worlds... planets... killing 'em. He takes over half of what's alive and eats the other half. Till they're gone.

They stare at her, freaked out.

KYLIE
Now he's here.

BILL *
So the worms in their brains -- *
somehow they're all connected. *
They're like one deal? *

STARLA *
An animal that doesn't procreate. *
It spreads, grows, absorbing the minds and bodies of the organisms around it. A living disease.

JACK
If I weren't about to shit my pants I'd be fuckin' fascinated.

Starla looks up to see the WELCOME TO WHEELSY sign. *

(CONTINUED)

156 CONTINUED: (2) 156

STARLA
We're back. Everything's going to be okay.

157 EXT. WHEELSY CITY LIMIT - NIGHT 157

As the police car passes the sign, we PAN TO IT:

A slithering parasite squirms over the colorful words.

158 INT. POLICE CAR - WHEELSY CITY LIMIT - NIGHT 158

Bill grabs the radio.

BILL
Shelby, you got the CDC yet? We're here at the limits.

SHELBY (O.S.)
Welcome back --

159 INT. POLICE STATION - NIGHT 159

Shelby, sick and bloated, smiles into his headphones.

SHELBY
Killer.

160 INT. POLICE CAR - MARKET STAND - NIGHT 160*

Bill and Starla stare at the radio.

They don't see an SUV barreling straight towards them.

It SLAMS hard into the side of the Buick.

And SMASHES the car back and through a market stand. *

CUT TO BLACK.

FADE TO:

161 EXT. MARKET STAND - NIGHT 161*

CLOSEUP: Bill, fighting a headache as he regains consciousness.

161 CONTINUED: 161

He woozily looks around. There is a SHUFFLING sound and the sound of voices moaning an arrhythmic chant.

DISEASED TOWNSFOLK
Starrrrlaaaa.

MORE SICKIES
Starrrrrlaa.

Bill looks out to see MANY DISEASED TOWNSFOLK shambling out between the buildings toward the wreck.

He HEARS the PASSENGER DOOR OPEN beside him. He sees the mutilated SUV DRIVER grabbing Starla's unconscious body, and yanking her out.

BILL
No.

Bill reaches toward Starla, as if to pull her back, but he's too dizzy, weak. The other Diseased come up around the side of the car. But they seem to have no interest in him, only in Starla. They pull her out.

DISEASED TOWNSFOLK
Starrrrlllaaa.

MORE SICKIES
Starlaaa.

Bill opens the door beside him, and falls out of the car, and into the shattered glass. As he feebly stands, he sees Kylie get out of the car beside him, WEEPING.

Bill looks over at a water silo, with two DISEASED FOLKS with rifles atop it, shooting someone down below. *

Bill grabs Kylie by the arm. She looks up at him, glassy-eyed and gone. He pulls her, running away from the hoard. *

The Diseased are carrying off Starla. Others yank out Jack's unconscious body as well. *

162 OMITTED 162*
AND AND
162A 162A

162B EXT. ACROSS FROM POLICE STATION - MOMENTS LATER 162B*

Bill and Kylie run between two buildings. Bill collapses against the wall there, nearly hyper-ventilating.

Kylie stays quiet, slumped in on herself. Bill peers around the corner to see a DISEASED MAN dragging a dead body down the street.

BILL
Worms beat us here.

162B CONTINUED: 162B

Bill gazes at the police station, then at Kylie. *

BILL *
There's a grenade, inside that station. If I used that -- Kylie, if I used that to destroy Grant -- he's the center of the system, ain't he? -- so does that mean the whole thing would be destroyed? *

She just shivers, still in a state of shock. *

BILL *
Sweetheart, I know you've had a * rough night. I know. But I need your help. We need to save Starla, okay? Ms. Grant. You linked up with 'em, you know more than anyone.

Kylie looks up at him. *

KYLIE
He calls hisself the Long One, 'cause he goes back for almost ever.

BILL
Okay. Okay. That's very interesting. But about what I just said, you think that might be the case?

KYLIE
Maybe.

Bill picks up a rock from the grass to use as a weapon.

BILL
Wait here.

He makes sure none of the diseased are on the road as he crosses the street and toward --

162C INT. POLICE STATION - MOMENTS LATER 162C

The door opens slowly into the dark room. Bill enters, glancing around:

The station is in shambles. Furniture is knocked over, papers and files are all over the floor. The slippery, slimy trails of the parasites crosshatch the floor.

Bill walks carefully across the station and to the dispatcher's unit. The telephone board has been smashed.

(CONTINUED)

162C CONTINUED: 162C

Still, Bill sets down his rock, and puts on the headset. He fiddles with the dials, trying to get a signal. As he does, a DARK SHAPE -- an animal of some type? -- SKITTERS through the shadows behind him. Bill doesn't notice.

Bill looks at a PHOTO of Shelby with his daughter and girlfriend. Bill looks sad. * *

He abandons the dispatcher's unit and moves to the armory.

He opens the door. The dusty grenade is there on the shelf.

Bill hears a LAPPING SOUND. He turns, looking for its source. Something is rustling behind a fallen stand. Bill takes a step forward to see what it is.

A DISEASED DOE is lapping a thick purple tongue on the wound of a dead man. The sick creature is mostly hairless and pink and covered in veins. Bulbous black eyes hang on the sides of its head like a goldfish's.

The doe glances up at Bill and GROWLS a low growl.

BILL
Oh, fuck me.

The deer springs upward toward Bill. He SLAMS his hoofs into Bill's chest, knocking him back violently.

As the sick beast crawls up Bill's body, Bill flips over, attempting to crawl away from the creature.

He sees a revolver in the open armory, and tries to move toward it.

162D EXT. ACROSS FROM POLICE STATION - NIGHT 162D

Kylie stands in the shadows. THROUGH THE WINDOW she sees the vague shape of the sick beast attacking Bill.

162E INT. POLICE STATION - NIGHT 162E

The doe grabs onto Bill's shirt, swinging Bill around like a rag doll, SLAMMING him into a desk.

The deer crawls on top of him, SNAPPING angrily at his head. Bill uses his hands, attempting to keep the animal from tearing off his face.

Bill glances down and sees the telephone wire wrapped around the deer's ankle.

162E CONTINUED: 162E

BILL
Oh, come on.

The deer bites down on Bill's shoulder, pushing him forward * on the floor, then flinging him again. *

Bill dizzily tries to cover himself as he lands. The deer crawls up his body.

The deer bites down into Bill's stomach. Bill throws his head back and SCREAMS --

Whereupon he sees a pair of feet in tennis shoes. He looks up to see Kylie, holding a fire extinguisher, ready to swing it.

KYLIE
Open season, motherfucker.

Kylie swings the extinguisher hard, which SLAMS into the deer's face with a CLANGING, CRUNCHING SOUND.

The deer stumbles back, wavering. Its head is half crushed, and its neck is jutting out to its side. The deer tries in vain to regain its footing, but is unable. It topples over, dead.

Bill rushes toward the armory. He grabs the grenade. He takes a revolver and loads it with ammo.

Kylie looks around, nervous.

KYLIE
We have to go. Once one sees us, they all see us.

Bill nods. He hands Kylie a pistol. She looks at it as if he gave her a dead bird.

Bill runs toward the door.

162F INT. GRANT BEDROOM - NIGHT 162F

The hoard of Diseased Townsfolk carrying the unconscious Starla lower her down onto this king-sized bed.

We WATCH from OVERHEAD as they encircle her, and begin to remove her clothes.

162G EXT. ALLEY - MOMENTS LATER 162G

Bill and Kylie hide in the bushes down the street from the station.

162G CONTINUED: 162G

More DISEASED PEOPLE drag bodies down the street.

KYLIE
What are we gonna do now?

BILL
I don't know. Probably turn into a couple of these fucked-up things.

KYLIE
That's kinda negative.

BILL
It's been that sorta day... Thanks for saving my ass in there.

KYLIE
Welcome.

BILL
When I tell the story, it's gonna go the other way 'round.

KYLIE
What do you -- ?

BILL
Like I save you.

KYLIE
Okay, if we live, all right.

BILL
They're dragging these bodies due North. Think they'll lead us to Ms. Grant?

KYLIE
You like her don't you?

BILL
'Like her'?

KYLIE
'Like her,' like her?

Bill looks at her.

BILL
Come on.

Start to move.

CUT TO BLACK.

162H INT. GRANT BEDROOM - NIGHT 162H

Starla wakes with a start, sitting up in her bed. She looks down at herself to see that she's been dressed in a sexy negligee. There is a bandage on her forehead where she was injured in the crash.

Starla stands, trying to recompose herself. She looks around to see that she's back in her own bedroom, though it's dark here as well. The windows in the room have been boarded up. The walls have been dirtied with slime and goop. She hears DARK MUTTERING through the door:

BUTCHER (O.S.) *
Sugarplum, you 'wake in there?

KARAOKE WOMAN (O.S.) DISEASED GUY (O.S.) *
Sugarplum. Sugarplum. Sugarplum. Come on out. *

BUTCHER (O.S.) KARAOKE WOMAN (O.S.) *
Let's talk. Let's have a discussion. *

CUT TO BLACK. *

163 INT. GRANT CELLAR - NIGHT 163

Jack wakes in almost complete darkness. We can just barely see part of his face. He is on the verge of WEEPING as he BREATHES ERRATICALLY. He HEARS CHOMPING, SLURPING.

JACK
Who's there?.. Bill? Starla?

Pause.

JACK
Hello?

Jack fumbles in his pocket, searching for something. He pulls out a Bic lighter.

He tries to spark it. It takes a couple tries, but, eventually, he gets fire. He sees a flash of dim, horrible faces, eating. But then the lighter goes out.

JACK
Who are you?! Where am -- ?

Jack sparks the lighter again, and sees: five of GRANT'S NEIGHBORS, partially swollen with the undulating worms, in earlier stages of pregnancy than Brenda. They are ravenously eating meat. Jack is horrified. One of them * is Mrs. McCammon. *

(CONTINUED)

163 CONTINUED: 163

MRS. MCCAMMON *
Don't look at me like that!

Jack drops his lighter. He turns to run. Mrs. McCammon * topples after him, carrying the scrotal-like sack of slithering things hanging from her side.

MRS. MCCAMMON *
You don't judge me!

He WEEPS as he feels frantically along the wall, trying to find an exit. He knocks over boxes, which spill out onto the floor. He stumbles over and cracks delicate Christmas ornaments.

MRS. MCCAMMON *
You got no idea what it's like to be this hungry!

Jack scrambles up a basement stairwell, to a doorway. He swings it open.

Grant's sharp, now-enormous, twin tubules are writhing there in front of his face. Brenda's Husband is beside them.

BRENDA'S HUSBAND
Come to papa.

The tubules thrust forward into the side of Jack's face and neck. Jack goes into convulsions as it pumps him with Grant's sick fluids.

164 INT. GRANT BEDROOM - NIGHT 164

Starla pulls at the board on the window, but it's firmly nailed in. She's trapped. She HEARS GRANT'S RASPY BREATHING, and his MUMBLING VOICES close by.

She glances at her dresser and sees her hairbrushes and combs still lying in a neat row. She picks up her hairbrush, which has a very pointed handle. Starla looks at its sharp end.

She scrambles to pull the brush off its handle.

DISEASED GAL (O.S.)
Starla. Come on out.

KARAOKE WOMAN (O.S.) *
I hear you in there, sugarplum.

Starla stuffs the sharp handle into the elastic band of her panties, looks toward the door.

165 INSERT - INT. GRANT LIVING ROOM - NIGHT 165

CLOSEUP: We PAN WITH the crusty tip of one of Grant's tentacles as it reaches across the room and presses the button on the CD player. Grant and Starla's love song, Air Supply's *EVERY WOMAN IN THE WORLD*, starts PLAYING.

166 SONG - INT. GRANT BEDROOM/GRANT HALLWAY - NIGHT 166

As the SONG PLAYS, Starla pushes open her bedroom door and she steps into the darkened hallway, forcing herself forward through the fear.

She looks around -- photos of her life with Grant -- from weddings, vacations, and holidays -- are pasted all over the walls, a sick shrine to their love. She continues down the hall.

The AIR SUPPLY SONG continues to play as we INTERCUT:

167 SONG - INT. FOREST ALONGSIDE CITY - NIGHT 167

Bill and Kylie run through the forest. As they do, Kylie falls into the dirt and mud, out of breath.

Bill runs back and grabs her, pulling her up, tugging her along with him.

He sees, through the foliage, Townsfolk dragging bodies.

167A SONG - INT. GRANT FOYER - NIGHT 167A

As Starla comes to the bottom of the stairs, she sees the front door. DISEASED FACES peer in through the windows alongside the door, guarding the way out.

She hears Grant's BREATHING from the other room, and heads in that direction.

168 SONG - INT. GRANT CELLAR - NIGHT 168

Jack is huddled in the basement. His neck and the side of his face are bloating with Grant's spawn. He's clutching his stomach with hunger.

Jack looks at the other Impregnated Ones. They are feasting. Jack can't seem to help himself. He WEEPS as he moves to the pile of meat.

Margaret's body is there. SOBBING, Jack grabs her arm, and brings it toward his mouth.

168A SONG - INT. GRANT VESTIBULE - NIGHT 168A*

Starla stumbles through the vestibule, which is also covered with old photos, and she enters -- *

169 SONG - INT. GRANT LIVING ROOM - NIGHT 169

Starla beholds GRANT GRANT IN HIS NEW, HORRIFIC STAGE.

Grant, twisted and mutated, is now the center of a giant creature; five or six other DISEASED PEOPLE have joined his giant mass. Some of them are townsfolk we recognize from earlier in the film -- the Butcher, the Karaoke Woman. * Their eyes are dead, staring blankly forward. They drool as they CHATTER RANDOM memories from Grant Grant's past. Grant's overgrown body is spreading up over the walls, into the floorboards, over the furniture, and out the windows. He has numerous tentacles, thick and incredibly long. Walls have been torn down to make space for Grant's new expanse. *

The Butcher's diseased head looks at Starla and speaks especially loudly: *

BUTCHER *
You said for better or worse! You lied!!

Starla is speechless.

170 EXT. FOREST BEHIND GRANT'S HOUSE - NIGHT 170

Bill and Kylie arrive in the trees behind Grant's home. This is where the Diseased Townsfolk have been heading. They pull bodies through a kitchen door.

Bill and Kylie see Grant's massive body growing out the rear double doors and onto the siding of the home. A couple more DISEASED HEADS are jutting up from his flesh here as well, MOANING, MUMBLING.

Bill and Kylie watch as Shelby lumbers up to the gush of Grant's flesh spilling out the double doors. *

Shelby disrobes there, dropping his clothes to the ground, and presses his body up against Grant's, wriggling himself into it, as, little by little, he joins Grant's flesh. Bill and Kylie are shocked. *

Bill spots Starla THROUGH A WINDOW on the back of the house, Grant's tentacle approaching her.

170 CONTINUED: 170

Bill looks at the grenade in his hand. He starts to move toward the house. Kylie grabs his sleeve.

KYLIE
I ain't staying here by myself.

171 INT. GRANT LIVING ROOM - NIGHT 171

Starla is still staring at Grant. Grant's tentacle wraps slowly around Starla's ankle as his heads speak: *

KARAOKE WOMAN *
You tried to kill me and run off with Pardy!

DISEASED GUY
You want to fuck him now, 'cause he's so good-lookin'?!

BUTCHER *
You're just a piece of meat to all of 'em, Starla!

Grant's tentacle slithers further up Starla's leg.

KARAOKE WOMAN *
But I'll keep growing till I'm everywhere! Till I'm all that is!

BUTCHER *
I'll be Bill Pardy!

172 EXT. GRANT BACKYARD - NIGHT 172

Bill and Kylie move behind some brush, staying hidden from the Diseased Townsfolk dragging the dead bodies to the kitchen door.

KARAOKE WOMAN (O.S.) *
I'll be that Hank from work! I'll be your mother and your father!

173 INT. GRANT LIVING ROOM - NIGHT 173

As Grant's tentacles envelop her, Starla CRIES.

DISEASED GUY *
And all the children you ain't never gonna have!!

STARLA
I'm sorry, Grant. I'm sorry. I thought you wanted to kill me, and --

Desperate, she tries to talk her way out of it.

173 CONTINUED: 173

STARLA
You can't just expect me not to go through some period of -- of adjustment, after these... changes.

Grant's tentacle wraps around her face. Starla looks at the photographs around the room.

STARLA
You did a real nice job of decorating, Grant. You like these memories?

Grant, heaving heavily, looks at the photos on the wall.

STARLA
I know you don't want to hurt me, Grant. I know -- I --

He looks at her with his watery, pathetic eyes. She sees an opportunity. She puts her fingertips on the tentacle around her face, tries to ease it off.

STARLA
You like being called Grant, right? I can do that. I can call you that.

Starla, though it goes against her every natural instinct, steps TOWARD Grant, trying her hardest to come off as seductive within the fear.

STARLA
'Cause you're lonely, right? You've been alone for a time I can't even imagine, I bet. That's why you cried on that first day.

Grant stares at her, wanting. Starla gets in closer.

STARLA
But you don't have to be alone any longer, Grant. You and I, we could be together.

Grant looks at her, needily, as she gets in close. Starla's beautiful face gets in close to Grant's deformed one, as if to kiss.

STARLA
I could stay with you while you do what you need to. It's your nature, I know that now.

(CONTINUED)

173 CONTINUED: (2) 173

As their lips are about to touch, Grant's Diseased Heads close their eyes and fall back in ecstasy. And she WHISPERS:

STARLA
I'm here for you, Grant.

Starla pulls the brush handle from her panties. She lifts it up high, over her head.

174 EXT. GRANT BACKYARD - NIGHT 174

Bill and Kylie dart to the side of the house.

175 INT. GRANT LIVING ROOM - NIGHT 175

Starla thrusts the sharp handle down, stabbing it into Grant's face. He and all his heads SCREECH in agony.

Grant SLAMS Starla against the stereo, SQUELCHING THE MUSIC.

176 EXT. GRANT HOUSE - NIGHT 176

Bill and Kylie come around the front of the house to see * Brenda's Husband. He SCREECHES and points at them. *

Kylie and Bill run for the front porch. Brenda's Husband * opens his mouth and GLEEKS at them. Bill dives, pulling * the WELCOME mat up in front of him as a protective device. The spray of GLEEK splashes off the mat.

Bill SHOOTS him. *

Someone grabs Kylie's hair from behind.

Kylie swings around to see her old friend Norman, now diseased, SCREECHING at her. Without thinking she lifts her handgun and shoots, hitting him in the head. He stumbles back, holding his face, falling to one knee, not able to move so well anymore.

177 THRU 182 OMITTED 177 THRU 182

183 INT. GRANT CELLAR - NIGHT 183

Jack HEARS the GUNSHOTS above him and looks up from the arm he's chewing on. He stumbles toward the stairway.

184 INT. GRANT LIVING ROOM - NIGHT 184

Grant, his face bloody, SCREECHES, furious. Starla crawls toward the vestibule. *

Grant's tentacle wraps around her neck and SLAMS her back against the wall.

185 INT. GRANT FOYER - NIGHT 185*

Bill and Kylie throw open the front door. They run inside and into -- * *

186 OMITTED 186

187 INT. GRANT VESTIBULE - NIGHT 187*

SOMETHING GRABS Bill's leg.

Bill looks down to see Jack -- his neck and face horribly swollen, his eyes filled with tears -- gripping onto him.

JACK
Kill me, Pardy! Kill me!!

Bill, almost without thinking, shoots Jack, killing him.

Bill drops his revolver, grabs his grenade, and runs on.

188 AND 189 OMITTED 188 AND 189

190 INT. GRANT LIVING ROOM - NIGHT 190

Grant, with Starla pinned against the wall, takes the tentacle with the sharp bony protuberance on the end, and shoves it against her eye.

BUTCHER *
You Podunk whore. I been 'round for a billion years. You think you can fuck with me!?

Grant sees Bill and Kylie run into the vestibule. *

BILL
Yep.

(CONTINUED)

190 CONTINUED: 190

Bill pulls the pin out of the grenade, and goes to throw it, when --

One of Grant's tentacles SLASHES blindingly fast, SMACKING the grenade out of Bill's hand and across the room. They watch it plummet behind a shelf.

BILL
Oh shit.

Kylie, panicking, scrambles for the shelf. She tries to pull it away from the wall.

Bill runs over and helps her.

They see it there against the wall. Bill leans down and picks it up.

But -- WHAP! -- Grant swings a mighty tentacle, and slaps Bill THROUGH A WINDOW.

190A EXT. GRANT BACKYARD - NIGHT 190A

Bill CRASHES out the window, through a barbecue pit, and to the cement porch.

Bill sees the grenade bounce once, and then again, and then land in the swimming pool.

It EXPLODES with a rather impotent fountain of water.

Bill is stunned.

190B INT. GRANT LIVING ROOM - NIGHT 190B

Kylie turns from the window to see Grant, raising a couch above her. The couch knocks a light fixture off the ceiling, causing ELECTRICAL SPARKS to shoot down. *

And he SLAMS Kylie into the wall with the couch. She falls unconscious. *

Starla, momentarily free, sees Bill's revolver far away in the vestibule. Then she sees Grant's twin tubules traveling out the window after Bill. *

190C EXT. GRANT BACKYARD - NIGHT 190C

Bill turns over to see the pointy tips of Grant's tubules coming toward him.

190D INT. GRANT LIVING ROOM - NIGHT 190D

Starla pulls herself up on the window frame. She looks out to Bill, sees something beside him --

STARLA
Bill -- like a firecracker in a frog!

190E EXT. GRANT BACKYARD - NIGHT 190E

Bill glances at the propane tank, which has been knocked loose from the barbecue pit. The nipple has been opened and the propane fizzes out; the tank spins in a slow circle beside him.

190F INT. GRANT LIVING ROOM - NIGHT 190F

Grant glares at Starla, his tentacles rising above him.

KARAOKE WOMAN *
In all the universe ain't nothin' so bad as a faithless fucking wife!

Starla grabs a sharp piece of glass, and stumbles, seeming rather pathetic and desperate, toward Grant, as if to stab him.

STARLA
Come on!

With unearthly speed, Grant slashes a tentacle at Starla, * slicing her arm and knocking her back a tad. He slashes * her again, cutting open her hand and forcing her to drop * her piece of glass. *

He slashes her again -- WHOOSH! -- at her clothes, forcing * her back, playing with her now. And again -- SLASH! *

He slashes her face, physically knocking her back a bit * and to the floor. A line of blood appears on her face, * like it did on the Good Ol' Boy - a cut across her cheek, * beneath her eye. But, fortunately, as she wipes the blood * away, her face doesn't split in two. *

190G EXT. GRANT BACKYARD - NIGHT 190G

Bill sees Grant's pointy tubules rush down at him.

But Bill rolls out from under them. One of the tubules gets stuck in the ground.

(CONTINUED)

190G CONTINUED: 190G

The other one jabs at Bill like a python. Bill avoids it once, then again.

And then Bill snatches it in mid-air, holding tight. The thing whips him around. But, as he moves, he grabs the propane tank with his other hand.

He stuffs the tubule onto the fizzing nipple of the tank. A bubble of propane flows up the tubule like a rat up a snake.

Bill looks up to see DISEASED TOWNSFOLK running onto the property from all directions, rushing towards him, as he tries to hold the struggling tubule firmly in place.

190H INT. GRANT VESTIBULE - NIGHT 190H*

Starla takes her hand away from her bleeding face to eye where she's landed in the vestibule: the revolver is near her.

190J EXT. GRANT BACKYARD - NIGHT 190J

Grant's tubule SLASHES wildly, swinging Bill back and forth.

The Diseased get closer. And closer. They start GLEEKING at Bill, narrowly avoiding him as he's tossed around.

190K INT. GRANT LIVING ROOM - NIGHT 190K

Grant sees the propane entering him. A bubble rises in his chest above his tubules.

He gazes up to see Starla. She's standing in the vestibule, aiming the revolver at Grant's chest.

STARLA
I ain't no Podunk whore!

Grant looks frightened. Starla FIRES. A hole appears in the bubble on his chest -- the propane fizzes out, instantly interacting with one of the electrical sparks falling down from the broken electrical socket on the ceiling. The propane alights, sucking up in Grant's chest.

And Grant Grant EXPLODES, a living bomb bursting outward, his flesh sending Starla flying back.

190L EXT. GRANT BACKYARD - NIGHT 190L

The Diseased Townsfolk rushing toward Bill suddenly gaze lifelessly upward as they plummet into the grass, dead.

190M INT. GRANT CELLAR - NIGHT 190M

The Impregnated Humans shiver and die as well.

190N EXT. WATER SILO - NIGHT 190N

The lookout Diseased with rifles fall limp.

190P EXT. GRANT BACKYARD - NIGHT 190P

Bill, still clutching the propane tank, looks at the dead around him. Everything is still.

191 INT. GRANT LIVING ROOM - MOMENTS LATER 191

The room is filled with smoke. We HEAR COUGHING, and a GROAN of pain.

Starla, covered in muck, shivering wildly, slowly lifts her head. She sees Bill come stumbling in.

BILL
Hey.

STARLA
Hey.

Bill sees Kylie, who's trying to stand with an injured arm. He helps her up. She CRIES, burying her head into him.

BILL
It's gonna be all right, honey.
It's all right.

192 OMITTED 192
THRU THRU
194 194

195 OMITTED 195

196 EXT. GRANT HOME - MOMENTS LATER - DAWN 196

Starla, Bill, and Kylie walk out of the house and onto the front lawn. They gaze around at the neighborhood.

Starla gazes back at her home, which is still smoking, and dripping with decaying flesh.

BILL
Starla?

Starla turns to look at him.

STARLA
Bet now you regret not running off with me to Hollywood, huh, Bill?

BILL
Hell, Starla, I always regretted that.

Starla smiles a little. She and Bill share an awkward pause, as she walks up by his side.

BILL
Bishopville's only a few miles down the Ten. We can check ourselves into the hospital there.

Bill limps forward. Starla and Kylie follow. The three of them hobble down the street together.

KYLIE
This makes us kinda like the cockroaches, huh, Ms. Grant?

STARLA
I suppose so, Kylie. You can call me Starla now.

KYLIE
That'd be too weird.

BILL
Kylie, tell Ms. Grant how I saved you from that deer.

KYLIE
Oh. Right. I was just about to get kilt when Chief came up with a fire extinguisher...

197 INT. GRANT LIVING ROOM - NIGHT 197

A dirty little KITTEN is curiously moving through the home. It HEARS a RATTLING. It perks up and moves toward the sound.

The kitten comes upon a small piece of what must have been Grant's brain. Sticking out of a new organic slit in the flesh is the quill. The quill quivers and trembles upward, its little bulbed spurs popping out.

The kitten paws the thing, as if it's a cat toy, playing with it.

It MEWS, cutely. And paws it again.

It MEWS and paws it again.

And again.

It goes to hit it again --

CUT TO BLACK.

We HEAR a 'THICKT!' -- the sound of the spore released -- and the painful sound of the kitten's 'MWOWR!'

HEAVY METAL MUSIC PLAYS.

END